

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

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*Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
**In re:** : **Chapter 11**  
:  
**PURDUE PHARMA L.P., et al.,** : **Case No. 19-23649 (RDD)**  
:  
**Debtors.**<sup>1</sup> :  
:  
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**FIRST INTERIM APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP,  
AS CO-COUNSEL TO THE AD HOC COMMITTEE OF GOVERNMENTAL AND  
OTHER CONTINGENT LITIGATION CLAIMANTS, FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
THE PERIOD FROM SEPTEMBER 16, 2019 THROUGH JANUARY 31, 2020**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<b>Name of Applicant</b>	Kramer Levin Naftalis & Frankel LLP
<b>Authorized to Provide Professional Services to:</b>	Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
<b>Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:</b>	December 2, 2019
<b>Interim Fee Period:</b>	September 16, 2019 through and including January 31, 2020
<b>Fees Requested for this Interim Fee Period:</b>	\$2,635,092.25
<b>Expenses Requested for this Interim Fee Period:</b>	\$47,449.28
<b>Write-offs of Fees and Expenses for this Interim Fee Period:</b>	\$60,695.53 <sup>2</sup>
<b>Total Amount Requested for this Interim Fee Period</b>	\$2,685,251.73
<b>Less Amount Paid to Date for this Interim Fee Period:</b>	\$1,464,964.61
<b>Net Amount to be Paid for this Interim Fee Period (20% holdback of fees for September-November and 100% for December-January):</b>	<b>\$1,220,287.12</b>
<b>Blended Rate in this Application for All Attorneys:</b>	\$1,030.48
<b>Blended Rate in this Application for All Timekeepers:</b>	\$966.36
<b>Number of Professionals Included in this Application:</b>	17
<b>Number of Professionals Billing Fewer than 15 Hours to the Case During this Period:</b>	1
<b>If applicable, number of professionals in this application not included in staffing plans:</b>	N/A

<sup>2</sup> The total write-offs in the amount of \$60,695.53, include the following: (i) voluntary fee and expense write-offs and (ii) reduction of 50% of non-working travel time.

<b>If applicable, difference between fees budgeted and compensation sought for this period:</b>	Fees incurred were less than budgeted fees for this period.
<b>Any rate increases during the First Interim Fee Period?</b>	See certification.
<b>This is a(n):</b> ___ monthly <u>X</u> interim application      ___ final application	

**SUMMARY OF MONTHLY FEE STATEMENTS**

<i>Application</i>	<i>Total Compensation and Expenses Incurred for Period Covered</i>			<i>Total Amount Requested in Fee Statements</i>		<i>Total Unpaid</i>
<b>Date Filed/Docket No.</b>	<b>Period Covered</b>	<b>Total Fees</b>	<b>Expenses</b>	<b>Fees (80%)</b>	<b>Expenses (100%)</b>	<b>Fees and Expenses</b>
12/9/2019 [Dkt. No. 634]	9/16/2019- 10/31/2019	\$1,099,075.50	\$30,479.64	\$909,740.04	\$30,479.64	\$219,815.10
1/30/2020 [Dkt. No. 792]	11/1/2019- 11/30/2019	\$688,772.25	\$4,206.77	\$551,017.80	\$4,206.77	\$137,754.45
3/16/2020 [Dkt. No. 930]	12/1/2019- 12/31/2019	\$451,659.00	\$8,050.70	\$361,327.20	\$8,050.70	\$459,709.70
3/16/2020 [Dkt. No. 939]	1/1/2020- 1/31/2020	\$395,585.50	\$4,712.17	\$316,468.40	\$4,712.17	\$400,297.67
<b>Totals:</b>		<b>\$2,635,092.25</b>	<b>\$47,449.28</b>	<b>\$2,138,553.44</b>	<b>\$47,449.28</b>	<b>\$1,217,576.92</b>

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<b>In re:</b>	: <b>Chapter 11</b>
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	:
<b>Debtors.<sup>1</sup></b>	:
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**FIRST INTERIM APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP,  
AS CO-COUNSEL TO THE AD HOC COMMITTEE, FOR ALLOWANCE OF  
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REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

TO: THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Kramer Levin Naftalis & Frankel LLP (the “**Applicant**” or “**Kramer Levin**”), co-counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the “**Ad Hoc Committee**”) of the above-captioned debtors and debtors-in-possession (the “**Debtors**”) in these Chapter 11 Cases, hereby submits its First Interim Application (the “**Application**”) for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period From September 16, 2019 Through January 31, 2020 (the “**First Interim Fee Period**”), pursuant to title 11 of the United States Code (the “**Bankruptcy Code**”) Sections 330(a) and 331, the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) Rule 2016, and the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”) Rule 2016-1, for the interim allowance of compensation for the professional services performed by Kramer Levin for and on behalf of the Ad Hoc Committee for the First Interim Fee Period, and for reimbursement of its actual and necessary expenses incurred during the First Interim Fee Period. In support of the Application, Kramer Levin respectfully represents as follows:

### **JURISDICTION**

1. The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

### **PRELIMINARY STATEMENT**

3. Beginning prior to the Petition Date, certain members of the Ad Hoc Committee were engaged in negotiations with the Debtors and other parties regarding a settlement framework that could potentially be documented and implemented during the Chapter 11 Cases. Continuing during the bankruptcy cases, and during the First Interim Fee Period, Kramer Levin represented the Ad Hoc Committee in these ongoing efforts, and in all other aspects of the Chapter 11 Cases. The Ad Hoc Committee played an extremely active and important role during the First Interim Fee Period, with its efforts primarily focused on (i) negotiating and documenting the terms of the settlement term sheet (the “**Summary Term Sheet**”), which was publicly filed on October 8, 2019. [Docket No. 257] –which included negotiated provisions of diligence by the Debtors and the Sacklers and reflected an agreement by the Ad Hoc Committee to support the Debtors in obtaining a limited preliminary injunction, (ii) analyzing diligence and documents provided by the Debtors and the Sacklers, understanding the assets of such parties, and conducting further diligence regarding the terms of the Summary Term Sheet as contemplated therein, (iii) negotiating the terms of a uniquely complex protective order to govern the production of documents and diligence to all parties in the Chapter 11 Case, (iv) working closely with the Debtors and other key constituents to establish an appropriate bar date, notice, and proof of claims process; (v) securing the recognition of the Ad Hoc Committee for its role in the Chapter 11 Cases through the assumption of the Reimbursement Agreement entered into with the Debtors prior to the Petition Date, and (vi) working with the Debtors, the Creditors’ Committee, and other key constituents to formulate the terms of an emergency relief fund (the “**ERF**”) – which efforts remain ongoing. The Ad Hoc Committee has also continued to review and respond, as appropriate, to all other case issues and relief sought by the Debtors or other parties-in-interest in the case.

4. The substantial efforts and achievements of the Ad Hoc Committee, occurring over the course of the First Interim Fee Period, required significant resources of Kramer Levin and other Ad Hoc Committee professionals. Kramer Levin drafted multiple pleadings (some of which were ultimately superseded by consensual resolutions), conducted extensive negotiations with interested parties, reviewed substantial diligence, researched the relevant legal and factual issues involved, advised the Ad Hoc Committee on options and solutions to complex issues, and, when necessary, prepared to litigate (or litigated) unresolved issues.

5. In addition, Kramer Levin worked diligently to ensure that the Ad Hoc Committee and its professionals were appropriately informed of all case updates through: (i) monitoring the filings, pleadings, and other developments in the Chapter 11 Cases to ensure the Ad Hoc Committee was up-to-date on the status of the case; (ii) hosting weekly Ad Hoc Committee calls and disseminating extensive and detailed near-daily e-mail reports and other correspondence with the Ad Hoc Committee; and (iii) addressing the questions of Ad Hoc Committee members (and other similarly-aligned parties) inquiring about the status and disposition of the case.

6. Accordingly, Kramer Levin respectfully submits that its services during the First Interim Fee Period warrant approval of its requested fees and expenses.

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

7. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 23, 2013 (the “**Local Guidelines**”), as amended, and the United States Trustee for the Southern District of New York (the “**UST**”) Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”), the *Order Establishing Procedures for*



*Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the “**Interim Compensation Order**,” collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), and the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* [Docket No. 553] (the “**Fee Assumption Order**”). Pursuant to the Local Guidelines, a certification of Kenneth H. Eckstein regarding compliance with the same is attached as “**Exhibit A**” hereto, which includes statements addressing the information required pursuant to Section C.5 of the UST Guidelines:

8. Kramer Levin seeks the interim allowance of fees for professional services rendered during the First Interim Fee Period in the aggregate amount of \$2,635,092.25 (the “**First Interim Fees**”) and reimbursement of expenses incurred in connection with the rendition of those services in the aggregate amount of \$47,449.28 (the “**First Interim Expenses**”). During the First Interim Fee Period, Kramer Levin’s attorneys and paraprofessionals expended a total of approximately 2,710.20 hours for which compensation is requested.

9. There is no agreement or understanding between Kramer Levin and any other person, other than members of Kramer Levin, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

10. The fees charged by Kramer Levin in these Chapter 11 Cases are billed in accordance with its existing billing rates in effect during the First Interim Fee Period.

11. During the course of these Chapter 11 Cases, Kramer Levin exercised its billing discretion and, as discussed in more detail below, voluntarily wrote off certain fees and expenses.

Kramer Levin's decision to apply these write-offs of fees and expenses has resulted in savings to the estates during this First Interim Fee Period of \$60,695.53.<sup>2</sup>

12. Kramer Levin's rates for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases are the same rates that Kramer Levin charges for professional and paraprofessional services rendered in comparable non-bankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

13. Pursuant to the UST Guidelines, annexed hereto as "**Exhibit B**" is a schedule setting forth all professionals and paraprofessionals employed by Kramer Levin who have performed services in these Chapter 11 Cases during the First Interim Fee Period, the capacities in which each such individual is employed by Kramer Levin, the department in which each individual practices, the year in which the individual was licensed to practice law in the state of New York, the hourly billing rate charged by Kramer Levin for services performed by such individual, and the aggregate number of hours expended and fees billed.

14. Annexed hereto as "**Exhibit C**" is a schedule specifying the categories of expenses for which Kramer Levin is seeking reimbursement and the total amount for each such expense category. Annexed hereto as "**Exhibit D**" is Kramer Levin's detail of disbursements and expenses and a schedule specifying the categories of expenses for which Kramer Levin is seeking reimbursement and the total amount for each expense category for the First Interim Fee Period.

15. Pursuant to the UST Guidelines, annexed hereto as "**Exhibit E**" is a summary of Kramer Levin's time billed during the First Interim Fee Period, broken down by project categories as hereinafter described.

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<sup>2</sup> This amount includes reductions for non-working travel, which is billed at 50%, and reductions in connection with compliance with the Administrative Order and U.S. Trustee Guidelines.

16. Kramer Levin maintains computerized records of the time spent by all of Kramer Levin's attorneys and paraprofessionals in connection with its representation of the Ad Hoc Committee. These records were used to prepare detailed time descriptions in accordance with the UST Guidelines and organized by project codes. These detailed time records, along with the detailed listings of the expenses incurred in connection with the services rendered, were submitted to the Court (with notice given in accordance with the Interim Compensation Order and Fee Assumption Order) as part of the Monthly Fee Statements (defined below). Subject to redaction for attorney-client or other privilege(s), copies of the final detailed time records and expenses for the First Interim Fee Period are being provided herewith to the Court and the Notice Parties, and are attached hereto as **Exhibit F**.

17. Since the commencement of these Chapter 11 Cases, Kramer Levin has provided the Court with a Monthly Fee Statement for each month for which compensation was sought pursuant to the Interim Compensation Order established in these Chapter 11 Cases. During the First Interim Fee Period, Kramer Levin provided the appropriate Court with the following monthly fee statements:

- a. For September 16, 2019 through and including October 31, 2019, fees of \$1,099,075.50 and expenses of \$30,479.64 (the "**September-October Fee Statement**");
- b. For November 1, 2019 through and including November 30, 2019, fees of \$688,772.25 and expenses of \$4,206.77 (the "**November Fee Statement**");
- c. For December 1, 2019 through and including December 31, 2019, fees of \$451,659.00 and expenses of \$8,050.70 (the "**December Fee Statement**");

d. For January 1, 2020 through and including January 31, 2020, fees of \$395,585.50 and expenses of \$4,712.17 (the “**January Fee Statement**,” collectively with the September-October Fee Statement, the November Fee Statement, and the December Fee Statement, the “**Monthly Fee Statements**”).

18. In total, Kramer Levin has submitted Monthly Fee Statements during the First Interim Fee Period for fees of \$2,635,092.25 and expenses of \$47,449.28. As of the date of this Application, no notice party has objected to the Monthly Fee Statements.

19. Prior to the service of each Monthly Fee Statement, Kramer Levin conducted an internal review of fees and expenses incurred during that month. As a result of such review, Kramer Levin wrote off a total of \$50,269.75 in fees and \$10,425.78 in expenses. The Monthly Fee Statements reflected the reduced amount after write-offs. Accordingly, Kramer Levin hereby seeks allowance of fees incurred for the First Interim Fee Period in the amount of \$2,635,092.25 , and the reimbursement of actual and necessary expenses incurred for the First Interim Fee Period in the amount of \$47,449.28.

20. In accordance with the Interim Compensation Order, Kramer Levin sought payment of 80% of its fees and 100% of its expenses incurred, pursuant to each Monthly Fee Statement filed with the Court.

21. In total, therefore, pursuant to this Application, Kramer Levin respectfully requests that the Court enter an order awarding Kramer Levin, on an interim basis, fees in an aggregate amount of \$2,635,092.25 and the reimbursement of actual and necessary expenses Kramer Levin incurred during the First Interim Fee Period in the aggregate amount of \$47,449.28. Kramer Levin requests payment of 20% of its fees that have been held back for the Monthly Fee Statements.

22. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the First Interim Fee Period, but were not processed prior to the preparation of this Application, Kramer Levin reserves the right to request compensation for such services and reimbursement of such expenses in a future application.<sup>3</sup>

23. A budget and staffing plan for the First Interim Fee Period is attached hereto as **Exhibit G** and includes a comparison to actual amounts.<sup>4</sup>

24. Kramer Levin's rates in these Chapter 11 Cases are consistent with the rates charged by Kramer Levin to its non-bankruptcy clients. These rates are similar to the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy and bankruptcy cases in a competitive national legal market. Pursuant to the U.S. Trustee Guidelines, **Exhibit H** discloses the blended hourly rates for all non-bankruptcy timekeepers in the New York office of Kramer Levin and the blended hourly rates for timekeepers who billed to the Committee during the First Interim Fee Period.

25. Prior to filing this Application, Kramer Levin provided the Ad Hoc Committee with a copy of the Application.

### **BACKGROUND**

26. On September 15, 2019, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Bankruptcy Code Sections 1107 and 1108.

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<sup>3</sup> In accordance with the Fee Assumption Order, Kramer Levin has separately recorded work performed relating to allocation of value among the Debtors' creditors, and, to the best of its knowledge, Kramer Levin has not included time relating to such allocation in this Application. Kramer Levin may request fees related to allocation among creditors at a later date by separate application.

<sup>4</sup> A non-itemized budget was provided to the Debtors and the Creditors' Committee for the period covered by this Application. An itemized budget is included with this Application. Kramer Levin confirms that the fees sought in this Application are not more than 10% higher as compared to the non-itemized budget. A prospective estimated budget for the next interim fee period shall be provided to the Debtors.

27. The Ad Hoc Committee consists of (i) ten States, (ii) the PEC, (iii) six political subdivisions of States, and (iv) one federally recognized American Indian tribe, as identified in the verified statement filed pursuant to Bankruptcy Rule 2019 at Docket Number 279.

28. The Ad Hoc Committee is represented in these bankruptcy cases by the following counsel: (i) Kramer Levin Naftalis & Frankel LLP, as lead bankruptcy counsel; (ii) Brown Rudnick LLP, as coordinating counsel for the non-state members of the Ad Hoc Committee, including the PEC; (iii) Otterbourg P.C., as coordinating counsel for the state members of the Ad Hoc Committee; and (iv) Gilbert LLP, as mass tort, deal and insurance counsel. In addition, the Ad Hoc Committee has retained financial professionals assist in, among other things, conducting diligence relating to the Settlement Term Sheet, and evaluating and structuring the complex sale and M&A transactions for the Sackler assets.

29. On October 29, 2019, the Debtors' filed the *Motion to Assume the Prepetition Reimbursement Agreement with the Ad Hoc Committee, and to Pay the Fees and Expenses of the Ad Hoc Committee's Professionals* (the "**Fee Assumption Motion**") [Docket No. 394].

30. On December 2, 2019, the Court granted the Fee Assumption Motion by entering the Fee Assumption Order.

#### **SUMMARY OF LEGAL SERVICES RENDERED**

31. During the First Interim Fee Period, the Ad Hoc Committee has worked with the Debtors, the UCC, and other parties in interest in the chapter 11 cases to accomplish a substantial amount. The following summary is not a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in Exhibit F. Rather, the following summary highlights certain areas in which services were rendered to the Ad Hoc Committee and identifies some of the issues to which Kramer Levin devoted significant time and effort during the First Interim Fee Period.

32. The summary is divided according to the project billing codes, which were created by Kramer Levin (in coordination with the other professionals for the Ad Hoc Committee) to best reflect the categories of tasks that it was required to perform in connection with these Chapter 11 Cases. Nevertheless, given the interconnectedness of the issues in these Chapter 11 Cases, certain of these categories may overlap with others.<sup>5</sup>

**A. Asset Analysis and Recovery**  
**Billing Code: 00001**  
**(Fees: \$527,481.50/Hours Billed: 498.40)**

33. As noted above, one of the key accomplishments of the Ad Hoc Committee during the First Interim Fee Period was the negotiation and documentation of the Summary Term Sheet, which, among other things, contemplates substantial diligence to be conducted by the Ad Hoc Committee regarding the Debtors, their assets and business, and the Sacklers and their assets, including the Sacklers' Ex-US pharmaceutical companies (collectively, the "**IACs**"), and the potential value of the sale of such assets to facilitate distributions contemplated by the Summary Term Sheet. During the First Interim Fee Period, Kramer Levin engaged in this diligence process, including making diligence requests, reviewing diligence materials provided by the Debtors and the Sacklers, and working with the Ad Hoc Committee's financial professionals regarding their analysis of the materials provided.

34. This analysis required substantial efforts from Kramer Levin across practice areas, including involvement of corporate teams to analyze diligence relating to both domestic and international businesses, tax teams to analyze complex tax issues involved in various aspects of

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<sup>5</sup> The fees and hours for each matter listed below reflect the voluntary write-offs and reductions of the Monthly Fee Statements discussed above. As reflected in each Monthly Fee Statement, Kramer Levin, to the best of its knowledge, has not included any fees in connection with or related to the allocation of value among the Debtors' creditors (the "**Allocation Fees**"). Pursuant to the Fee Assumption Order, Kramer Levin may request Allocation Fees through a separate application at a later date.

and structures underlying the Summary Term Sheet (including the contemplated sale of the IACs), and bankruptcy professionals to understand each of these issues in the context of an eventual chapter 11 plan. Kramer Levin also participated in each of the diligence sessions provided by the Sacklers' counsel contemplated by the stipulation entered into between the Debtors and the Creditors' Committee earlier in the case, and conducted follow-up analyses of these presentations with the advisors to the Ad Hoc Committee.

**B. Assumption and Rejection of Leases and Contracts**  
**Billing Code: 00002**  
**(Fees: \$382,199.00/Hours Billed: 390.30)**

35. During the First Interim Fee Period, Kramer Levin worked closely with the Debtors counsel in connection with the Debtors' Fee Assumption Motion seeking authority to assume the prepetition agreement (the "**Reimbursement Agreement**") by which Purdue agreed to recognize the Ad Hoc Committee's important role in the Chapter 11 Cases and pay the reasonable and documented fees and expenses of the Ad Hoc Committees professionals. In response to the objections filed by the Creditors' Committee and the UST, Kramer Levin also drafted a comprehensive and detailed response on behalf of the Ad Hoc Committee in support of the Fee Assumption Motion [Docket No. 486] and prepared for and participated in the related hearing. The Creditors' Committee also made a number of informational requests of the Ad Hoc Committee professionals in connection with this motion (to which Kramer Levin coordinated responses). Ultimately, the Court recognized the Ad Hoc Committee's important role, largely overruling the objections and entering the Fee Reimbursement Order on December 2, 2019. *See e.g.*, Hr'g Tr. at 167:11-167:19 (November 19, 2019) ("[The Ad Hoc Committee] will . . . consistent with their roles as representatives of individual states as well as the plaintiffs who have – who brought the pre-petition litigation, that brought us to where we are today, will see the need to continue to contribute in these cases in a way that brings the parties together in an efficient and fair way").



**C. Business Operations**

**Billing Code: 00003**

**(Fees: \$178,893.50/Hours Billed: 193.40)**

36. During the First Interim Fee Period, and in particular prior to the appointment of the Creditors' Committee, Kramer Levin reviewed, and where necessary, commented on, the Debtors' first day motions and the related interim and final orders. Among other things, Kramer Levin negotiated important reporting and information obligations on behalf of the Debtors, imposed caps on various payments to be made by the Debtors, reserved rights where appropriate, and worked with the Creditors' Committee (once appointed) to revise the proposed final orders in a manner acceptable to the Ad Hoc Committee. Kramer Levin also spent time preparing for, and attending hearings regarding the first and second day motions, and the hearings regarding the adjourned wages motion.

37. Kramer Levin also was involved in the analysis of various of the Debtors' other requests for relief during the First Interim Fee Period, including analysis of the autoinjector motion, lease restructurings, and other issues relating to business operations.

**D. Case Administration**

**Billing Code: 00004**

**(Fees: \$244,158.50/Hours Billed: 284.80)**

38. A portion of the services rendered during the First Interim Fee Period related to the continued organization of the Ad Hoc Committee and matters related thereto. In addition, Kramer Levin devoted time to various administrative tasks necessary to assist the Ad Hoc Committee and its professionals in functioning efficiently, including, but not limited to: maintaining work-in-progress reports and work streams; internal organizational meetings and organizational meetings among professionals; monitoring calendars of critical dates; preparing materials for internal distribution; coordinating conferences and meetings with Ad Hoc Committee professionals;

obtaining filed pleadings and maintaining case folders of the same; and routine communications and correspondences.

39. This matter also includes a substantial amount of time incurred by Kramer Levin during the First Interim Fee Period negotiating with the Debtors, the Sacklers and all other case constituents regarding the terms of a Protective Order that governs the substantial productions that have been or will be made in the Chapter 11 Cases. Given the number and composition of the various constituencies in this case, the Protective Order was particularly complex and required substantial negotiation among all parties to achieve consensus.

**E. Claims Analysis**

**Billing Code: 00005**

**(Fees: \$82,022.00/Hours Billed: 80.90)**

40. During the First Interim Fee Period, Kramer Levin worked with the Debtors and other key stakeholders to establish an appropriate bar date, notice, and proof of claims process. Kramer Levin also reviewed and commented on the Debtors' motion (the "**Bar Date Motion**") [Docket No. 717] seeking, inter alia, to impose a deadline for filing proofs of claim and approving proof of claim forms and accompanying order. Kramer Levin worked constructively with the Debtors (and the various other creditor groups) to improve upon the Debtors' proposed bar date notice and proofs of claims process. Specifically, Kramer Levin and the Ad Hoc Committee professionals negotiated changes designed, among other things, to extend the bar date, minimize the burden on governmental entities, protect the confidentiality of documents produced in underlying litigation, and refine the proposed notice techniques to ensure that no governmental entities are inadvertently prejudiced by the proposed claims process. After extensive negotiations with the Debtors and other key stakeholders, Kramer Levin drafted and filed the Ad Hoc Committee's *Statement and Reservation of Rights in Response to Debtors' Motion for Entry of an Order (I) Establishing Deadlines for Filing Proofs of Claim and Procedures Relating Thereto, (II*

*Approving the Proof of Claim Forms, and (III) Approving the Form and Manner of Notice Thereof*  
[Docket No. 772].

**F. Employment and Fee Applications**

**Billing Code: 00006**

**(Fees: \$100,314.50/Hours Billed: 146.00)**

41. In the course of the First Interim Fee Period, Kramer Levin prepared, filed and served several monthly fee statements, and reviewed and coordinated the monthly fee statements of other Ad Hoc Committee professionals filed in these Chapter 11 Cases.

42. This matter also includes time spent reviewing Kramer Levin's and other Ad Hoc Committee professionals' monthly invoices for compliance with UST Guidelines and for privilege and confidentiality concerns.

**G. Emergency Financing**

**Billing Code: 00007**

**(Fees: \$85,006.50/Hours Billed: 75.80)**

43. During the First Interim Fee Period, Kramer Levin worked extensively with the Ad Hoc Committee's members in analyzing, understanding and/or formulating a proposal for an emergency relief fund ("**ERF**") in response to, among other things, requests by the Creditors' Committee and the Court's guidance at the November 19<sup>th</sup> hearing. Kramer Levin and the Ad Hoc Committee professionals worked closely with the Ad Hoc Committee constituents to understand and formulate an ERF proposal that was acceptable to the states, local governments, tribes, and the PEC, and engaged in extensive negotiations with all other case constituents – including the Non-Consenting States Group, the Creditors' Committee and certain of its members, the Multistate Governmental Entities group, and the Debtors – regarding the terms of a potential ERF structure. While this has required extensive resources from all constituents, their professionals and principals, as the Debtors have reported to the Court, substantial progress has been made on the ERF to date but these efforts remain ongoing.

**H. Litigation**

**Billing Code: 00008**

**(Fees: \$196,846.00/Hours Billed: 214.10)**

44. During the First Interim Fee Period, Kramer Levin worked to represent the Ad Hoc Committee in regards to the stay of litigation against the Debtors. Early in the case, the Debtors filed the *Motion for a Preliminary Injunction* [Adv. Pro. Docket No. 2] (the “**Injunction Motion**”). In the Injunction Motion, the Debtors sought temporary injunctive relief from thousands of pending lawsuits outside of the bankruptcy court. Kramer Levin spent considerable time reviewing the Injunction Motion with its co-counsel and constituents and considering the impact of the requested relief on the Ad Hoc Committee’s constituents. After negotiating the Summary Term Sheet that contemplated the Ad Hoc Committee’s support for a temporary stay, Kramer Levin was involved in the negotiations among the Debtors and other key stakeholders in negotiating and finalizing an order for a preliminary injunction that allowed for the imposition of the injunction on a consensual basis with the ability to opt-out by certain subsequent dates.

45. In connection with the Injunction Motion, following the filing of the Summary Term Sheet, Kramer Levin prepared and filed the *Ad Hoc Committee’s Statement In Support Of A Limited And Conditional Stay* [Adv. Pro. Docket No. 62]. Kramer Levin also reviewed other parties’ responses to the Injunction Motion, participated in discovery concerning the same, including attendance at depositions, and prepared for and attended the related hearings on October 11 and November 6. Additionally, Kramer Levin spent time reviewing other litigation-related pleadings and preparing for other contested matters before the Court.

**I. Meetings and Communications with Ad Hoc Committee & Creditors**

**Billing Code: 00009**

**(Fees: \$434,724.50/Hours Billed: 435.30)**

46. Given the extraordinary level of activity during the First Interim Fee Period, the Ad Hoc Committee usually held group calls or meetings once a week (if not more often when the

exigencies of the case required). The general purpose of these meetings was to keep the Ad Hoc Committee informed of developments and current issues in these Chapter 11 Cases, and to discuss, analyze, and vote on Ad Hoc Committee positions with respect to matters requiring their input. Ad Hoc Committee meetings required preparation by Kramer Levin professionals and other Ad Hoc Committee professionals and often included multiple agenda items.

47. Kramer Levin coordinated with the Ad Hoc Committee's other professionals on these meetings, on tasks including drafting and setting agendas and preparing and reviewing materials.

48. Ad Hoc Committee meetings also often required internal pre-meeting and post-meeting conferences among the professionals to prepare for Ad Hoc Committee calls and/or to discuss follow-up items that arose on such calls. Frequently, due to the number and complexity of items on the agenda for a given meeting, the participation of multiple professionals (including from multiple legal fields) was necessary to ensure that Kramer Levin could be responsive to members' questions as they arose.

49. Kramer Levin also had numerous conference calls and emails with individual members of the Ad Hoc Committee to help streamline any issues that arose and discuss developments related to the case.

50. In addition, Kramer Levin provided the Ad Hoc Committee with detailed e-mail updates of recently filed pleadings, case issues and negotiations, and other items relevant to the Chapter 11 Cases. Finally, Kramer Levin and the Ad Hoc Committee professionals also drafted and negotiated key documents governing the Ad Hoc Committee, including By-Laws.

**J. Non-Working Travel**

**Billing Code: 00010**

**(Fees: \$17,966.25/Hours Billed: 16.60)**

51. This non-working travel matter primarily includes time spent traveling to and from the Bankruptcy Court to attend omnibus hearings. All fees incurred for non-working travel time will be billed at 50% and the billed time reflects this reduction.

**K. Plan and Disclosure Statement**

**Billing Code: 00011**

**(Fees: \$385,480.00/Hours Billed: 374.60)**

52. As noted above, one of the key accomplishments of the Ad Hoc Committee during the First Interim Fee Period was the negotiation and documentation of the Summary Term Sheet, which involved substantial efforts of all Ad Hoc Committee professionals – each with a unique expertise and perspective – as well as all Ad Hoc Committee members. The Summary Term Sheet was filed on October 8, 2019, and provides a critical framework for the Chapter 11 Cases and a potential restructuring support agreement and chapter 11 plan as contemplated therein.

53. In furtherance of the terms contemplated by the Summary Term Sheet, during the First Interim Fee Period, Kramer Levin prepared analyses identifying and outlining the terms of key definitive documents that will need to be negotiated as part of a chapter 11 plan, including a restructuring support agreement, transaction agreement(s), detailed plan term sheet, and other key documents that remain subject to negotiation. Kramer Levin also engaged in various discussions with the Debtors regarding next steps with respect to the negotiation of such definitive documents, and has continued to coordinate with the “RSA Subcommittee” comprised of a subset of the members of the Ad Hoc Committee focused on next steps with respect to the plan negotiation process.

**STATEMENT OF KRAMER LEVIN**

54. The foregoing professional services performed by Kramer Levin were appropriate and necessary. The professional services were in the best interests of the Ad Hoc Committee, the Debtors' estates and other parties-in-interest. Compensation for the foregoing professional services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

55. The majority of the services performed by Kramer Levin were rendered by Kramer Levin's Corporate Restructuring and Bankruptcy Group. Kramer Levin has a prominent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings. The attorneys at Kramer Levin have substantial experience representing creditor groups in many chapter 11 cases. In addition, due to the facts and circumstances of these Chapter 11 Cases, attorneys from Kramer Levin's corporate practice group, as well as attorneys in other specialized areas as necessary, were involved with Kramer Levin's representation of the Ad Hoc Committee. Overall, Kramer Levin brings a particularly high level of skill and knowledge which has inured to the benefit of the Ad Hoc Committee in this case.

56. The professional services performed by Kramer Levin on behalf of the Committee during the First Interim Fee Period required an aggregate expenditure of approximately 2,710.20 recorded hours by Kramer Levin's members, counsel, associates and paraprofessionals. Of the aggregate time expended, 1,570.55 recorded hours were expended by partners and counsel of Kramer Levin, 1,031.75 recorded hours were expended by associates, and 108.3 recorded hours were expended by paraprofessionals of Kramer Levin.

57. During the First Interim Fee Period, Kramer Levin's hourly billing rates for attorneys ranged from \$550 to \$1350 per hour. Non-working travel time was billed at 50% of actual time spent. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$1,002.72 per hour (based upon 2,602.3 recorded hours for professionals at Kramer Levin's regular billing rates in effect at the time of the performance of professional services), and a total blended hourly billing rate for Kramer Levin's paraprofessionals of \$402.49 per hour (based upon 108.3 recorded hours for paraprofessionals at Kramer Levin's regular billing rates in effect at the time of the performance of the services).

58. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As noted, attached hereto in Exhibit B is a schedule listing each Kramer Levin professional and paraprofessional who performed services in these Chapter 11 Cases during the First Interim Fee Period, the hourly rate charged by Kramer Levin for services performed by each individual, and the aggregate number of hours and charges by each individual. Kramer Levin provided a copy of the Application to the Ad Hoc Committee prior to filing the Application and received no objection to its filing.

**ACTUAL AND NECESSARY EXPENSES OF KRAMER LEVIN**

59. As set forth in Exhibit C hereto, Kramer Levin has disbursed \$47,449.28 as expenses incurred in providing professional services during the First Interim Fee Period. Pursuant to Kramer Levin's policies (which we believe are comparable to those of other New York City law firms), Kramer Levin has (and will continue) to pay certain expenses of professionals who work past 8:00 p.m. and on weekends and holidays in the service of its clients, and/or for business travel, including to and from Court hearings or remote meetings. These expenses include meal



charges and car fares. Consistent with the U.S. Trustee Guidelines, Kramer Levin has also voluntarily reduced its request for reimbursement for late-working professionals' meal charges to \$20 per meal to the extent that such meal charges were in excess of this limit.

60. With respect to photocopying expenses, Kramer Levin charged \$0.10 per page. Kramer Levin does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates, which invariably are less than \$1.25 per page, as permitted by the Guidelines. Each of these categories of expenses falls below the maximum rates set by the Guidelines. These charges are intended to cover Kramer Levin's direct operating costs, which costs are not incorporated into Kramer Levin's hourly billing rates. Only clients who actually use services of the types set forth in Exhibit C are separately charged for such services.

61. In addition, due to the locations of Ad Hoc Committee members, long-distance telephone calls were often required. These disbursements are not included in Kramer Levin's overhead for the purpose of setting billing rates.

62. Kramer Levin has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, economical, and justified under the circumstances to enable Kramer Levin to serve the needs of the Ad Hoc Committee.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

63. The Fee Assumption Order provides that Kramer Levin's reasonable and documented fees and expenses shall be subject, *mutatis mutandis*, to the procedures with respect to the authorization of payment of the fees and expenses of the professionals of the Debtors and the UCC as set forth in the Interim Compensation Order. Therefore, while this Application is not strictly subject to sections 331 and 330 of the Bankruptcy Code, we are guided by such provisions

in making this Application. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of 11 U.S.C. § 330 to govern the Bankruptcy Court's award of such compensation.

64. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

65. Here, Kramer Levin respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for, beneficial to, and in the best interests of, the Ad Hoc Committee. Kramer Levin further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Ad Hoc Committee. The services rendered by Kramer Levin were consistently performed in a timely and efficient manner commensurate with the complexity, importance, and

nature of the issues involved. Kramer Levin respectfully submits that approval of the compensation sought herein is warranted.

**NOTICE**

66. Notice of this Application has been provided in accordance with the Guidelines and the Interim Compensation Order. Because of the nature of the relief requested, the Ad Hoc Committee submits that such notice is sufficient and that no further notice of the relief requested in the Application need be given to any party.

**CONCLUSION**

WHEREFORE, Kramer Levin respectfully requests that the Bankruptcy Court enter an order: (i) authorizing the Debtors to pay 20% of the unpaid balance of all approved fees for the First Interim Period and (ii) granting such other relief as is just and proper.

Dated: New York, New York  
March 16, 2020

Respectfully submitted,

By: /s/ Kenneth H. Eckstein

Kenneth H. Eckstein  
Rachael Ringer  
Caroline F. Gange  
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FRANKEL LLP**  
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*Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent Litigation  
Claimants*

**Exhibit A**

Certification of Kenneth H. Eckstein

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

Kenneth H. Eckstein

Rachael Ringer

Caroline F. Gange

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-9100

Facsimile: (212) 715-8000

*Attorneys for the Ad Hoc Committee of  
Governmental and Other Contingent Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re:</b>	: <b>Chapter 11</b>
	:
<b>PURDUE PHARMA L.P., et al.,</b>	: <b>Case No. 19-23649 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR  
PROFESSIONALS IN RESPECT OF FIRST INTERIM APPLICATION OF KRAMER  
LEVIN NAFTALIS & FRANKEL LLP, AS CO-COUNSEL TO THE AD HOC  
COMMITTEE, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND  
NECESSARY EXPENSES INCURRED FOR THE PERIOD FROM  
SEPTEMBER 16, 2019 THROUGH JANUARY 31, 2020**

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

I, Kenneth H. Eckstein, hereby certify that:

1. I am a member of Kramer Levin Naftalis & Frankel LLP (the “**Applicant**” or “**Kramer Levin**”) and co-counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the “**Ad Hoc Committee**”) of the above-captioned debtors and debtors-in-possession (the “**Debtors**”) in these chapter 11 cases (the “**Chapter 11 Cases**”). Kramer Levin submits this first application for interim compensation and reimbursement of expenses in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York adopted by the Bankruptcy Court on January 23, 2013 (the “**Local Guidelines**”), as amended, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the “**Interim Compensation Order**,” collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), and the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* [Docket No. 553] (the “**Fee Assumption Order**”).

2. This certification is made in respect of Kramer Levin’s application, dated March 16, 2020 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing September 16, 2019 through and including January 31, 2020 (the “**First Interim Fee Period**”) in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;

- c. the fees and disbursements sought are billed at rates in accordance with the practices customarily employed by Kramer Levin and generally accepted by Kramer Levin's clients; and
- d. in providing a reimbursable service, Kramer Levin does not make a profit on that service, whether the service is performed by Kramer Levin in-house or through a third party.

4. I certify that the Ad Hoc Committee was provided a statement of fees and disbursements accrued each month during the First Interim Fee Period, containing the items listed in section B.2 of the Administrative Order.

5. I certify that the Creditors' Committee, Debtors, and U.S. Trustee will each be provided with a copy of the Application concurrently with the filing thereof and will have at least 14 days to review such Application prior to any objection deadline with respect thereto.

6. The following is provided in response to the request for additional information set forth in Section C.5 of the Guidelines.

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?

**Response:** Kramer Levin provided voluntary write-offs of both fees and expenses during the First Interim Fee Period in its discretion.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Response:** For the First Interim Fee Period, Kramer Levin is not seeking fees that exceed amounts budgeted for that period by 10% or more.

**Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be



compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

**Response:** Yes. This Application includes less than \$100,314.50 in fees relating to reviewing or revising time records, as well as preparing, reviewing, or revising invoices during the First Interim Fee Period. These fees are reflected in billing code number 00006, Employment and Fee Applications (which matter also includes time spent by Kramer Levin reviewing other professionals' employment and fee applications).

**Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?

**Response:** Yes, in preparation for the filing of this Application, Kramer Levin reviews its monthly invoices at the time that they are filed for privilege and confidentiality.

**Question:** Does this fee application include rate increases since retention?

**Response:** Yes. Rachael Ringer was elevated from associate to partner in October 2019. Thus, her hourly rate increased from \$970/hour to \$1000/hour. Additionally, on March 16, 2020, Kramer Levin filed its Fourth Monthly Fee Statement where it disclosed that it had increased hourly rates charged by professionals in accordance with its annual review process.

Dated: New York, New York  
March 16, 2020

/s/ Kenneth H. Eckstein  
Kenneth H. Eckstein

**Exhibit B**

Summary of Professionals

<b>Timekeeper</b>	<b>Title</b>	<b>Department</b>	<b>Year Admitted to Bar</b>	<b>2019 Billed Hours</b>	<b>2019 Rate<sup>1</sup></b>	<b>2020 Billed Hours</b>	<b>2020 Rate</b>	<b>Amount (\$)<sup>2</sup></b>
Philip Bentley	Partner	Creditor's Rights	1985	42.1	\$1175	0	N/A	49,367.50
John Bessonette	Partner	Corporate	1999	45.2	1100	20.8	1125	75,200.00
Abbe L. Dienstag	Partner	Corporate	1983	0.4	1175	0	N/A	470.00
Kenneth H. Eckstein	Partner	Creditor's Rights	1980	418.6	1350	60	1500	655,110.00
Mayer Greenberg	Partner	Tax	1990	23	1200	16	1325	48,800.00
Rachael Ringer	Partner	Creditor's Rights	2011	101 396.9	970 1000	101.6	1150	611,710.00
Jordan M. Rosenbaum	Partner	Corporate	2004	30.5	1075	6.5	1200	40,587.50
David E. Blabey	Counsel	Creditor's Rights	2005	238.4	980	30.1	1050	265,237.00
Helayne O. Stoopack	Counsel	Tax	1982	33.1	995	19.4	1075	53,789.50
David Braun	Associate	Creditor's Rights	2016	144.8	845	0	N/A	122,356.00
Justin Celt	Associate	Corporate	2017	18.7	720	0	N/A	13,464.00
Michael Cubell	Associate	Corporate	2007	65.4	970	3	1040	66,558.00
Caroline Gange	Associate	Creditor's Rights	2017	504	785	60.6	840	446,554.00
Mariya Khvatskaya	Associate	Tax	2016	28.2	845	6.8	905	29,983.00
Ilya Kontorovich	Associate	Tax	2014	43.3	845	4.9	905	41,023.00
Michael Vatcher	Associate	Creditor's Rights	2018	16.5	720	0	N/A	11,880.00
Hunter Blain	Law Clerk	Creditor's Rights	N/A	116.7	550	22.4	585	77,289.00

<sup>1</sup> Rachael Ringer's hourly rate changed in October 2019 to reflect her elevation to partner.

<sup>2</sup> Please note that non-working travel time is billed at 50%.

<b>Timekeeper</b>	<b>Title</b>	<b>Department</b>	<b>Year Admitted to Bar</b>	<b>2019 Billed Hours</b>	<b>2019 Rate<sup>1</sup></b>	<b>2020 Billed Hours</b>	<b>2020 Rate</b>	<b>Amount (\$)<sup>2</sup></b>
Samuel Beck	Paralegal	Creditor's Rights	N/A	4.6	390	0	N/A	1,794.00
Wendy Kane	Paralegal	Creditor's Rights	N/A	0.7	390	0	N/A	273.00
Benjamin Minerva	Paralegal	Creditor's Rights	N/A	86.5	400	16.1	430	41,523.00
<b><u>TOTAL</u></b>				<b><u>2358.6</u></b>		<b><u>368.2</u></b>		<b><u>\$2,635,092.</u></b> <b><u>25</u></b>

**Exhibit C**

Summary of Expenses/Disbursements

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT (\$)</u></b>
Photocopying	762.20
Color Copies	1,072.00
Telecommunication Charges	3,852.00
Westlaw Online Research	1,928.78
Lexis Online Research	720.32
Courier Services	137.97
Cab Fares	1,735.23
Cab Fares – Odyssey	2,337.01
Meals/In-House	80.00
In-House/Meals	560.00
Meals/T&E	196.72
Pacer Online Research	284.80
Transcript Fees	14,137.25
Meetings	18,684.00
CourtCall	961.00
<b><u>TOTAL</u></b>	<b><u>47,449.28</u></b>

**Exhibit D**

Detail of Disbursements Made During First Interim Fee Period



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Page 1

**FOR PROFESSIONAL SERVICES rendered from September 16, 2019 through January 31, 2020**

Disbursements and Other Charges

47,449.28



December 9, 2019  
Invoice #: 789717  
072952

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares	\$4,072.24
Color Copies	1,072.00
Courier Services	137.97
In-House/Meals	340.00
Lexis Online Research	720.32
Meals/T & E	196.72
Meetings	18,684.00
CourtCall	961.00
Pacer Online Research	284.80
Photocopying	762.20
Telecommunication Charges	3,852.00
Transcript Fees	14,137.25
Westlaw Online Research	1,928.78
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$47,449.28</b>



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**DISBURSEMENTS AND OTHER CHARGES DETAIL**

**Cab Fares**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/16/2019	Caroline Gange	Cab Fare	\$18.50
9/16/2019	David Braun	Cab Fare	12.96
9/17/2019	David Braun	Cab Fare	15.35
9/17/2019	Rachael L. Ringer	Cab Fare	125.09
9/18/2019	Caroline Gange	Cab Fare	16.54
9/18/2019	Rachael L. Ringer	Cab Fare	49.70
9/19/2019	Justin Celt	Cab Fare	25.54
9/20/2019	Caroline Gange	Cab Fare	17.75
9/21/2019	Caroline Gange	Cab Fare	27.17
9/23/2019	Caroline Gange	Cab Fare	18.19
9/23/2019	David Braun	Cab Fare	12.36
9/25/2019	David Braun	Cab Fare	16.56
10/2/2019	Justin Celt	Cab Fare	18.95
10/3/2019	David Braun	Cab Fare	20.16
10/4/2019	Rachael L. Ringer	Cab Fare	48.78
10/10/2019	Rachael L. Ringer	Cab Fare	109.52
10/15/2019	David Braun	Cab Fare	17.16
10/15/2019	Rachael L. Ringer	Cab Fare	49.93
10/21/2019	David Braun	Cab Fare	15.96
10/29/2019	Rachael L. Ringer	Cab Fare	53.27
11/1/2019	Ilya Kontorovich	Cab Fare	82.14





March 16, 2020

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11/4/2019	Caroline Gange	Cab Fare	27.31
11/5/2019	Rachael L. Ringer	Cab Fare	48.78
11/6/2019	Ilya Kontorovich	Cab Fare	108.29
11/11/2019	Caroline Gange	Cab Fare	17.20
11/11/2019	Rachael L. Ringer	Cab Fare	48.78
11/13/2019	Caroline Gange	Cab Fare	16.96
11/13/2019	Philip Bentley	Cab Fare	14.75
11/13/2019	Rachael L. Ringer	Cab Fare	44.62
11/14/2019	Philip Bentley	Cab Fare	30.00
11/14/2019	Rachael L. Ringer	Cab Fare	46.27
11/18/2019	Caroline Gange	Cab Fare	12.96
11/18/2019	Rachael L. Ringer	Cab Fare	46.48
11/19/2019	Hunter Blain	Cab Fare	13.72
11/20/2019	Rachael L. Ringer	Cab Fare	102.02
11/22/2019	Jordan M. Rosenbaum	Cab Fare	22.69
11/25/2019	Rachael L. Ringer	Cab Fare	45.53
12/2/2019	Caroline Gange	Cab Fare	17.93
12/9/2019	Rachael L. Ringer	Cab Fare	45.20
12/12/2019	Caroline Gange	Cab Fare	36.73
12/13/2019	Rachael L. Ringer	Cab Fare	17.02
12/17/2019	Rachael L. Ringer	Cab Fare	51.56
1/8/2020	Gange Caroline	Cab Fare	18.35
1/14/2020	Gange Caroline	Cab Fare	17.15
1/15/2020	Bessonette John	Cab Fare	22.49
1/21/2020	Gange Caroline	Cab Fare	46.12



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1/22/2020	Gange Caroline	Cab Fare	18.35
1/30/2020	Bessonette John	Cab Fare	26.39
<b>TOTAL</b>			<b>\$1,735.23</b>

**Cab Fares - Odyssey**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/16/2019	Benjamin Minerva	Cab Fares - Odyssey	\$118.08
10/8/2019	Rachael L. Ringer	Cab Fares - Odyssey	68.15
10/9/2019	Kenneth H. Eckstein	Cab Fares - Odyssey	46.19
10/10/2019	Kenneth H. Eckstein	Cab Fares - Odyssey	128.61
10/11/2019	Kenneth H. Eckstein	Cab Fares - Odyssey	126.83
10/11/2019	Rachael L. Ringer	Cab Fares - Odyssey	315.64
11/6/2019	Rachael L. Ringer	Cab Fares - Odyssey	141.97
11/6/2019	Rachael L. Ringer	Cab Fares - Odyssey	205.21
11/19/2019	Kenneth H. Eckstein	Cab Fares - Odyssey	122.37
11/19/2019	Rachael L. Ringer	Cab Fares - Odyssey	164.30
12/19/2019	Rachael L. Ringer	Cab Fares - Odyssey	133.95
1/24/2020	Gange Caroline	Cab Fares - Odyssey	119.25
1/24/2020	Ringer Rachael L.	Cab Fares - Odyssey	444.66
1/24/2020	Ringer Rachael L.	Cab Fares - Odyssey	201.80
<b>TOTAL</b>			<b>\$2,337.01</b>



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#### Courier Services

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
11/18/2019	Benjamin Minerva	NPD Logistics LLC	\$108.75
11/18/2019	Benjamin Minerva	NPD Logistics LLC	16.95
1/23/2020	Eckstein Kenneth H.	Fedex charges by Minerva, Benjamin on 01/23/2020 (#779838889200)	12.27
<b>TOTAL</b>			<b>\$137.97</b>

#### Color Copies

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/23/2019	Caroline Gange	Color Copies Gange, Caroline	\$360.00
12/12/2019	Hunter Blain	Color Copies Blain, Hunter	712.00
<b>TOTAL</b>			<b>\$1,072.00</b>

#### In-House/Meals

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/19/2019	Justin Celt	In-House/Meals	\$20.00
9/23/2019	Caroline Gange	In-House/Meals	20.00
10/1/2019	Justin Celt	In-House/Meals	20.00
10/3/2019	Caroline Gange	In-House/Meals	20.00
10/14/2019	Caroline Gange	In-House/Meals	20.00
10/15/2019	Caroline Gange	In-House/Meals	20.00
10/25/2019	Mariya Khvatskaya	In-House/Meals	20.00
11/5/2019	Michael B. Cubell	In-House/Meals	20.00
11/6/2019	Caroline Gange	In-House/Meals	20.00



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11/11/2019	Caroline Gange	In-House/Meals	20.00
11/11/2019	David E. Blabey	In-House/Meals	20.00
11/11/2019	Hunter Blain	In-House/Meals	20.00
11/11/2019	Rachael L. Ringer	In-House/Meals	20.00
11/12/2019	Caroline Gange	In-House/Meals	20.00
11/13/2019	Caroline Gange	In-House/Meals	20.00
11/18/2019	Caroline Gange	In-House/Meals	20.00
11/18/2019	David E. Blabey	In-House/Meals	20.00
11/18/2019	Hunter Blain	In-House/Meals	20.00
11/18/2019	Rachael L. Ringer	In-House/Meals	20.00
12/2/2019	Caroline Gange	In-House/Meals	20.00
12/9/2019	Benjamin Minerva	In-House/Meals	20.00
12/9/2019	Caroline Gange	In-House/Meals	20.00
12/9/2019	Hunter Blain	In-House/Meals	20.00
12/11/2019	Caroline Gange	In-House/Meals	20.00
1/8/2020	Gange Caroline	In-House/Meals	20.00
1/14/2020	Gange Caroline	In-House/Meals	20.00
1/21/2020	Gange Caroline	In-House/Meals	20.00
1/22/2020	Gange Caroline	In-House/Meals	20.00
<b>TOTAL</b>			<b>\$560.00</b>



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**Lexis Online Research**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
10/18/2019	David E. Blabey	Lexis Online Research	\$720.32
<b>TOTAL</b>			<b>\$720.32</b>

**Meals/In-House**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
10/31/2019	Ilya Kontorovich	In-House/Meals	\$20.00
11/5/2019	Ilya Kontorovich	In-House/Meals	20.00
11/6/2019	Ilya Kontorovich	In-House/Meals	20.00
11/25/2019	Ilya Kontorovich	In-House/Meals	20.00
<b>TOTAL</b>			<b>\$80.00</b>

**Meals/T & E**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/16/2019	David Braun	Meals T&E	\$20.00
9/16/2019	David Braun	Meals T&E	4.00
9/16/2019	David Braun	Meals T&E	20.00
9/17/2019	David Braun	Meals T&E	12.75
9/18/2019	Kenneth H. Eckstein	Meals T&E	20.00
9/19/2019	David Braun	Meals T&E	20.00
9/23/2019	David Braun	Meals T&E	20.00
9/25/2019	David Braun	Meals T&E	8.11
10/3/2019	David Braun	Meals T&E	20.00



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10/5/2019	David Braun	Meals T&E	11.86
10/17/2019	David Braun	Meals T&E	20.00
11/19/2019	Kenneth H. Eckstein	Meals T&E	20.00
<b>TOTAL</b>			<b>\$196.72</b>

#### Meetings

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/23/2019	Rachael L. Ringer	Meeting	\$304.85
9/23/2019	Rachael L. Ringer	Meeting	1,699.22
9/24/2019	Rachael L. Ringer	Meeting	272.19
9/24/2019	Rachael L. Ringer	Meeting	1,397.61
9/25/2019	Rachael L. Ringer	Meeting	559.40
9/25/2019	Rachael L. Ringer	Meeting	2,162.82
10/8/2019	Rachael L. Ringer	Meeting	2,313.59
10/8/2019	Rachael L. Ringer	Meeting	1,397.61
10/9/2019	Rachael L. Ringer	Meeting	559.40
10/23/2019	Alexandria Taylor	Meeting	729.48
10/24/2019	Rachael L. Ringer	Meeting	594.36
11/7/2019	Alexandria Taylor	Meeting	710.50
11/7/2019	Alexandria Taylor	Meeting	705.76
11/8/2019	Madelena Fontanez	Meeting	61.38
11/25/2019	Michael B. Cubell	Meeting	54.44
12/3/2019	Rachael L. Ringer	Meeting	113.23
12/11/2019	Madelena Fontanez	Meeting	860.57
12/11/2019	Madelena Fontanez	Meeting	1,409.70



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1/15/2020	Gange Caroline	Meeting	293.96
1/31/2020	Fontanez Madelena	Meeting	1,055.20
1/31/2020	Fontanez Madelena	Meeting	77.08
1/31/2020	Fontanez Madelena	Meeting	915.34
1/31/2020	Fontanez Madelena	Meeting	356.62
1/31/2020	Fontanez Madelena	Meeting	79.69
<b>TOTAL</b>			<b>\$18,684.00</b>

#### CourtCall Fees

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/18/2019	David Braun	Courtcall Fees	\$114.00
10/11/2019	David Braun	Courtcall Fees	93.00
10/14/2019	David Braun	Courtcall Fees	226.00
11/8/2019	David Braun	Courtcall Fees	79.00
11/21/2019	David Braun	Courtcall Fees	142.00
12/6/2019	David Braun	Courtcall Fees	121.00
12/27/2019	Caroline Gange	Courtcall Fees	65.00
1/28/2020	Eckstein Kenneth H.	Courtcall Fees	121.00
<b>TOTAL</b>			<b>\$961.00</b>

#### Pacer Online Research

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/19/2019	Benjamin Minerva	Pacer Online Research Minerva, Benjamin	\$3.10
9/19/2019	Brian Boyle	Pacer Online Research Boyle, Brian	0.40



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9/20/2019	Michael Vatcher	Pacer Online Research Vatcher, Michael	29.30
9/23/2019	Caroline Gange	Pacer Online Research Gange, Caroline	32.00
9/24/2019	Caroline Gange	Pacer Online Research Gange, Caroline	4.60
9/29/2019	Douglas Buckley	Pacer Online Research Buckley, Douglas	1.30
10/1/2019	Benjamin Minerva	Pacer Online Research Minerva, Benjamin	7.70
10/1/2019	Samuel Beck	Pacer Online Research Beck, Samuel	3.10
10/2/2019	Caroline Gange	Pacer Online Research Gange, Caroline	9.10
10/3/2019	Douglas Buckley	Pacer Online Research Buckley, Douglas	0.10
10/3/2019	Kenneth H. Eckstein	Pacer Online Research Eckstein, Kenneth	0.20
10/7/2019	Caroline Gange	Pacer Online Research Gange, Caroline	0.20
10/10/2019	Wendy Kane	Pacer Online Research Kane, Wendy	1.90
10/17/2019	Caroline Gange	Pacer Online Research Gange, Caroline	50.30
10/18/2019	Caroline Gange	Pacer Online Research Gange, Caroline	3.10
11/4/2019	Caroline Gange	Pacer Online Research Gange, Caroline	6.60
11/11/2019	Caroline Gange	Pacer Online Research Gange, Caroline	5.20
11/12/2019	Rachael L. Ringer	Pacer Online Research Ringer, Rachael	3.00
11/13/2019	Hunter Blain	Pacer Online Research Blain, Hunter	6.00
11/15/2019	Benjamin Minerva	Pacer Online Research Minerva, Benjamin	8.30





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11/18/2019	Hunter Blain	Pacer Online Research Blain, Hunter	55.50
11/19/2019	David E. Blabey	Pacer Online Research Blabey, Jr., David	3.10
11/19/2019	Hunter Blain	Pacer Online Research Blain, Hunter	29.00
12/9/2019	Benjamin Minerva	Pacer Online Research Minerva, Benjamin	11.20
1/17/2020	Benjamin Minerva	Pacer Online Research Minerva, Benjamin	2.90
1/21/2020	Caroline Gange	Pacer Online Research Gange, Caroline	3.70
<b>TOTAL</b>			<b>\$284.80</b>

#### Photocopying

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/16/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/17/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	204.10
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.20
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.60
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	8.50
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	5.90
9/17/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.30
9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.20
9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10



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9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.20
9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.30
9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	1.00
9/18/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/19/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	196.00
9/19/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/20/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.40
9/20/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
9/23/2019	Caroline Gange	Photocopying Gange, Caroline	108.00
9/23/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.40
9/23/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.70
9/24/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	46.80
9/24/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	5.20
9/24/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.60
9/25/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	1.70
9/26/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.20
10/1/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.60
10/1/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/2/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/2/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	1.10
10/2/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.30
10/2/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/2/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/8/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	42.50
10/8/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.20



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10/8/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/8/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.40
10/10/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	27.20
10/10/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.60
10/14/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/14/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/14/2019	Gena-Fae Fillingham	Photocopying Fillingham, Gena-Fae	0.10
10/30/2019	Michael B. Cubell	Photocopying Cubell, Michael B.	35.60
10/30/2019	Steven Segal	Photocopying Segal, Steven	7.10
12/10/2019	Benjamin Minerva	Photocopying Minerva, Benjamin	12.60
1/31/2020	Minerva Benjamin	Photocopying Minerva, Benjamin	25.50
1/31/2020	Minerva Benjamin	Photocopying Minerva, Benjamin	25.50
<b>TOTAL</b>			<b>\$1.753.06</b>

#### Telecommunication Charges

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/17/2019	David Braun	Telecommunication Charges by David Braun	\$1.67
9/17/2019	David Braun	Telecommunication Charges by David Braun	189.73
9/25/2019	David Braun	Telecommunication Charges by David Braun	0.09
9/27/2019	David Braun	Telecommunication Charges by David Braun	0.09
9/27/2019	David Braun	Telecommunication Charges by David Braun	30.42
10/10/2019	Rachael L. Ringer	Telecommunication Charges by Rachael Ringer	0.10



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10/10/2019	Rachael L. Ringer	Telecommunication Charges by Rachael Ringer	372.35
10/11/2019	Rachael L. Ringer	Telecommunication Charges by Rachael Ringer	1,054.58
10/15/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	17.27
10/23/2019	David E. Blabey	Telecommunication Charges by David Blabey Jr	84.31
10/23/2019	David E. Blabey	Telecommunication Charges by David Blabey Jr	0.10
11/25/2019	Ilya Kontorovich	Telecommunication Charges by Ilya Kontorovich	16.94
11/6/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	2.48
11/6/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	420.00
11/19/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	0.10
11/19/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	780.50
12/4/2019	Hunter Blain	Telecommunication Charges by Hunter Blain	280.35
12/12/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	80.00
12/17/2019	Caroline Gange	Telecommunication Charges by Caroline Gange	19.01
12/19/2019	Hunter Blain	Telecommunication Charges by Hunter Blain	113.57
12/19/2019	Hunter Blain	Telecommunication Charges by Hunter Blain	0.10
1/13/2020	Gange Caroline	Telecommunication Charges by Caroline Gange	10.21
1/23/2020	Gange Caroline	Telecommunication Charges by Caroline Gange	14.49



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1/24/2020	Blain Hunter	Telecommunication Charges by Hunter Blain	363.54
<b>TOTAL</b>			<b>\$3,852.00</b>

#### Transcript Fees

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/16/2019	Samuel Beck	Veritext New York Reporting Co., A Veritext Company	\$90.00
9/26/2019	David E. Blabey	Veritext New York Reporting Co., A Veritext Company	3,199.70
9/26/2019	David E. Blabey	Veritext New York Reporting Co., A Veritext Company	3,199.70
9/27/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	3,776.45
10/22/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	193.20
10/22/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	405.60
11/12/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	151.20
11/25/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	270.00
11/18/2019	Philip Bentley	TSG Reporting, Inc. Transcript & Delivery	2,357.00
12/12/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	165.60
12/19/2019	Benjamin Minerva	Veritext New York Reporting Co., A Veritext Company	112.80



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1/24/2020	Minerva Benjamin	Veritext New York Reporting Co., A Veritext Company	216.00
<b>TOTAL</b>			<b>\$14,137.25</b>

**Westlaw Online Research**

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
9/17/2019	Michael Vatcher	Westlaw Online Research	\$453.00
9/19/2019	David E. Blabey	Westlaw Online Research	113.25
9/23/2019	David Braun	Westlaw Online Research	453.00
10/7/2019	Caroline Gange	Westlaw Online Research	21.04
10/7/2019	Caroline Gange	Westlaw Online Research	143.24
10/11/2019	David Braun	Westlaw Online Research	214.86
10/17/2019	David Braun	Westlaw Online Research	143.24
10/18/2019	David E. Blabey	Westlaw Online Research	71.62
10/29/2019	David E. Blabey	Westlaw Online Research	71.62
11/12/2019	David E. Blabey	Westlaw Online Research	99.30
1/31/2020	Blabey David E.	Westlaw Online Research	144.61
<b>TOTAL</b>			<b>\$1,928.78</b>

**Exhibit E**

Summary of Time by Billing Category

<b>PURDUE PHARMA L.P., ET AL. AD HOC COMMITTEE</b>			
<b>Time by Billing Category for September 16, 2019 through January 31, 2020</b>			
<b><u>Matter Number</u></b>	<b><u>Matter Name</u></b>	<b><u>Hours</u></b>	<b><u>Fees (\$)</u></b>
072952-00001	Asset Analysis and Recovery	498.40	527,481.50
072952-00002	Assumption and Rejection of Leases and Contracts	390.30	382,199.00
072952-00003	Business Operations	193.40	178,893.50
072952-00004	Case Administration	284.80	244,158.50
072952-00005	Claims Analysis	80.90	82,022.00
072952-00006	Employment and Fee Applications	146.00	100,314.50
072952-00007	Emergency Financing	75.80	85,006.50
072952-00008	Litigation	214.10	196,846.00
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	435.30	434,724.50
072952-00010	Non-Working Travel <sup>1</sup>	16.60	17,966.25
072952-00011	Plan and Disclosure Statement	374.60	385,480.00
<b><u>TOTAL</u></b>		<b><u>2,710.20</u></b>	<b><u>2,635,092.25</u></b>

<sup>1</sup> Please note that non-working travel time is billed at 50%.

**Exhibit F**

Final Detailed Time Records



**Kramer Levin**



December 9, 2019

Ad Hoc Committee of Governmental and Other  
Contingent Litigation Claimants

Invoice #: 789717  
072952  
Page 1

**FOR PROFESSIONAL SERVICES rendered from September 16, 2019 through  
October 31, 2019.**

Fees	\$1,106,457.00
Less 50% Discount on Non-Working Travel matter	(7,381.50)
Fee Subtotal	1,099,075.50
Disbursements and Other Charges	30,479.64
<b>TOTAL CURRENT INVOICE</b>	<b>\$1,129,555.14</b>

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas, New York, NY 10036  
T 212.715.9100 F 212.715.8000



December 9, 2019  
Invoice #: 789717  
072952  
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**MATTER SUMMARY**

**For professional services rendered through October 31, 2019 in connection with the following matters:**

<b>Matter</b>	<b>Matter Name</b>	<b>Fees</b>	<b>Disbs</b>	<b>Total</b>
072952-00001	Asset Analysis and Recovery	\$60,330.00	\$30,479.64	<b>\$90,809.64</b>
072952-00002	Assumption and Rejection of Leases and Contracts	80,793.00	0.00	<b>80,793.00</b>
072952-00003	Business Operations	129,088.50	0.00	<b>129,088.50</b>
072952-00004	Case Administration	144,436.50	0.00	<b>144,436.50</b>
072952-00007	Emergency Financing	6,739.50	0.00	<b>6,739.50</b>
072952-00008	Litigation	172,322.00	0.00	<b>172,322.00</b>
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	262,844.00	0.00	<b>262,844.00</b>
072952-00010	Non-Working Travel	14,763.00	0.00	<b>14,763.00</b>
072952-00011	Plan and Disclosure Statement	235,140.50	0.00	<b>235,140.50</b>
<b>Subtotal</b>		<b>1,106,457.00</b>	<b>30,479.64</b>	<b>1,136,936.64</b>
Less Discount				<b>(7,381.50)</b>
<b>TOTAL CURRENT INVOICE</b>				<b>\$1,129,555.14</b>



December 9, 2019  
Invoice #: 789717  
072952-00001  
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**Asset Analysis and Recovery**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	0.90	\$1,057.50
Bessonette, John	Partner	7.50	8,250.00
Eckstein, Kenneth H.	Partner	18.50	24,975.00
Greenberg, Mayer	Partner	4.50	5,400.00
Ringer, Rachael L.	Partner	3.60	3,579.00
Blabey, David E.	Counsel	1.00	980.00
Stoopack, Helayne O.	Counsel	0.20	199.00
Braun, David	Associate	3.00	2,535.00
Celt, Justin	Associate	4.00	2,880.00
Gange, Caroline	Associate	7.10	5,573.50
Khvatskaya, Mariya	Associate	5.80	4,901.00
<b>TOTAL FEES</b>		<b>56.10</b>	<b>\$60,330.00</b>

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares - Odyssey	\$1,492.94
Color Copies	360.00
In-House/Meals	160.00
Lexis Online Research	720.32



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**Asset Analysis and Recovery**

DESCRIPTION	AMOUNT
Meals/T & E	176.72
Meetings	11,990.53
Court Call	433.00
Pacer Online Research	147.30
Photocopying	698.60
Telecommunication Charges	1,750.71
Transcript Fees	10,864.65
Westlaw Online Research	1,684.87
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$30,479.64</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/17/2019	Gange, Caroline	Prepare diligence list (2.5).	2.50	\$1,962.50
9/18/2019	Ringer, Rachael L.	Call w/ AHC profs re: tax/corporate issues (.7).	0.70	679.00
9/18/2019	Blabey, David E.	Review and comment on revised diligence list (.2).	0.20	196.00
9/27/2019	Bessonette, John	Review bankruptcy listings and diligence materials with focus on corporate related items.	3.50	3,850.00
9/29/2019	Bessonette, John	Continue review of diligence materials to prepare for documentation.	1.30	1,430.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/1/2019	Bessonette, John	Complete review of initial diligence materials (1.6); revisions to diligence list (0.6); circulate corporate diligence issues list to J. Rosenbaum and J. Celt (0.5).	2.70	2,970.00
10/2/2019	Celt, Justin	Review of informational brief (2.4); research re precedent in chapter 11 cases (1.6).	4.00	2,880.00
10/8/2019	Stoopack, Helayne O.	Discussion with J. Bessonette and M. Khvatskaya regarding status of case and diligence.	0.20	199.00
10/8/2019	Khvatskaya, Mariya	Discuss the bankruptcy/diligence and materials with H. Stoopack.	0.20	169.00
10/15/2019	Eckstein, Kenneth H.	Call w/ R. Ringer regarding diligence (0.2); call w/ S. Gilbert regarding same (0.4).	0.60	810.00
10/15/2019	Ringer, Rachael L.	Emails/call with J. Rice re: diligence requests (.3); call with K. Eckstein re: same (.2).	0.50	500.00
10/15/2019	Eckstein, Kenneth H.	Review diligence agenda (1).	1.00	1,350.00
10/16/2019	Eckstein, Kenneth H.	Review correspondence regarding diligence (.2), correspond w/ J. Uzzi, co-counsel, FTI regarding diligence (1.4).	1.60	2,160.00
10/16/2019	Braun, David	Review UCC stip and compare diligence requests with those in AHC term sheet, identifying issues/recommendations (2.2), email R. Ringer re same (.2).	2.40	2,028.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/17/2019	Eckstein, Kenneth H.	Call w/ FTI re diligence (.7); correspond w/ Sackler re: meeting (.3); call w/ S. Gilbert regarding diligence (.2).	1.20	1,620.00
10/17/2019	Eckstein, Kenneth H.	Call w/ G. Uzzi re meeting (.2).	0.20	270.00
10/18/2019	Ringer, Rachael L.	Emails with FTI re: diligence (.3), discussion with K. Eckstein re: diligence (.7), call with FTI re: diligence (.5).	1.50	1,500.00
10/18/2019	Eckstein, Kenneth H.	Call w/ M. Cyganowski re diligence issues (0.6); discussion with R. Ringer re diligence, IACs (0.7); call w/ FTI re IAC diligence (0.5); correspond w/ Uzzi and Sackler advisor re diligence issues (0.4); correspond w/ AHC professionals re diligence (1.4).	3.60	4,860.00
10/19/2019	Ringer, Rachael L.	Correspond via email with S. Simms and Milbank re: diligence report, call with S. Simms re: same (.3).	0.30	300.00
10/20/2019	Eckstein, Kenneth H.	Conference call w/ Sackler re IAC protocol (0.5); correspond w/ Uzzi re upcoming meeting (0.4); correspond w/ DPW, J. Rice, R. Ringer regarding upcoming UCC and Sackler meetings (0.7).	1.60	2,160.00
10/20/2019	Blabey, David E.	Review UCC statement re Sacklers (.2), and prepare AHC update emails re IAC diligence (.2).	0.40	392.00
10/21/2019	Ringer, Rachael L.	Call with G. Uzzi re: upcoming meetings (.3).	0.30	300.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/23/2019	Eckstein, Kenneth H.	Call w/ J. Uzzi re Sackler meeting, follow-up (0.6); call w/ M. Cyganowski re diligence issues (0.4).	1.00	1,350.00
10/23/2019	Greenberg, Mayer	Discussion with M. Khvatskaya regarding next steps re diligence (.2); review materials re tax analysis (.7).	0.90	1,080.00
10/23/2019	Khvatskaya, Mariya	Discuss the next steps re diligence and IAC tax issues in the current posture of the case with M. Greenberg.	0.20	169.00
10/24/2019	Eckstein, Kenneth H.	Correspond re Sackler meeting w/ G. Uzzi, AHC clients, AHC counsel (1.6); confer with R. Ringer re UCC and Sackler meeting (.5).	2.10	2,835.00
10/24/2019	Bentley, Philip	Review Alix cash transfers report (0.3). Discuss with C. Gange re Alix cash transfers report (.1).	0.40	470.00
10/24/2019	Greenberg, Mayer	Review authority re tax treatment (1.4).	1.40	1,680.00
10/24/2019	Blabey, David E.	Review Alix report re cash transfers (.4).	0.40	392.00
10/24/2019	Khvatskaya, Mariya	Research and prepare for the UCC call on tax issues (.8); discuss the tax structure of settlement (1.5).	2.30	1,943.50
10/24/2019	Braun, David	Review cash transfers report (.3).	0.30	253.50
10/24/2019	Khvatskaya, Mariya	Review the UCC stipulation (.8).	0.80	676.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/25/2019	Eckstein, Kenneth H.	Call with DPW, D. Molton regarding Sackler meeting (0.5); correspond w/ AHC members re Sackler meeting agenda, issues (0.8).	1.30	1,755.00
10/25/2019	Bentley, Philip	Review Alix Partners report on cash transfers.	0.50	587.50
10/25/2019	Greenberg, Mayer	Review materials to prepare for tax call (.4); tax call with debtor, FTI et al regarding tax issues (1); follow up call with Joffe regarding same (.3).	1.70	2,040.00
10/25/2019	Khvatskaya, Mariya	Review UCC stipulation (.3); call with KL team re: tax issues in sale of IACs (.9).	1.20	1,014.00
10/28/2019	Eckstein, Kenneth H.	Review RSA diligence issues and 11/8 agenda (1); call with R. Ringer re RSA issues and 11/8 agenda (.3); call w/ M. Cyganowski regarding same (.2).	1.50	2,025.00
10/28/2019	Khvatskaya, Mariya	Research re tax issues and settlement analysis (1.1).	1.10	929.50
10/29/2019	Eckstein, Kenneth H.	Call J. Uzzi re Nov. 8 Sackler meeting agenda of issues (0.6).	0.60	810.00
10/29/2019	Gange, Caroline	Review data room (.5); confer w/ corporate team regarding data room (.1).	0.60	471.00
10/30/2019	Eckstein, Kenneth H.	Meet w/ corporate team re RSA diligence and 11/8 agenda (1.2); conference call w/ Sub group re 11/8 meeting and agenda (0.6); correspond with AHC professionals re same (0.4).	2.20	2,970.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/30/2019	Greenberg, Mayer	Review materials and emails with group regarding status and discussion items relating to sale of IACs.	0.50	600.00
10/30/2019	Gange, Caroline	Review database re IAC list (1.7).	1.70	1,334.50
10/31/2019	Ringer, Rachael L.	Draft Sackler meeting agenda (.3).	0.30	300.00
10/31/2019	Braun, David	Emails and TC w/ I. Kontorovich re IACs and data room access (.3).	0.30	253.50
10/31/2019	Gange, Caroline	Review data room re IACs (2.3).	2.30	1,805.50
<b>TOTAL</b>			<b>56.10</b>	<b>\$60,330.00</b>



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**Assumption and Rejection of Leases and Contracts**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	14.00	\$18,900.00
Ringer, Rachael L.	Partner	16.30	16,189.00
Blabey, David E.	Counsel	9.00	8,820.00
Braun, David	Associate	20.70	17,491.50
Gange, Caroline	Associate	24.50	19,232.50
Minerva, Benjamin	Paralegal	0.40	160.00
<b>TOTAL FEES</b>		<b>84.90</b>	<b>\$80,793.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/23/2019	Braun, David	Draft letter to UST re committee formation and reimbursement assumption (3.5), confer R. Ringer re same (0.5), emails w/ KL Team re same (1.3), research in connection w/ same (1.6), confer C. Gange re same (1.0).	7.90	\$6,675.50
9/23/2019	Gange, Caroline	Draft letter to UST re assumption of Fee Letter (2.2); discuss same w/ D. Braun (1.0).	3.20	2,512.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/24/2019	Ringer, Rachael L.	Review letter re assumption of fee letter, discussions with D. Braun, C. Gange re: same (.6), review revised letter, further comments re: same (.6), emails with K. Eckstein, D. Blabey re: same (.7), emails with Brown Rudnick re: coordination (.5).	2.40	2,328.00
9/24/2019	Eckstein, Kenneth H.	Review UST letter, comment re same (1.3).	1.30	1,755.00
9/24/2019	Blabey, David E.	Correspond with R. Ringer and K. Eckstein re UST letter (.5).	0.50	490.00
9/24/2019	Blabey, David E.	Review draft letter to UST (.6) and meet with R. Ringer, D. Braun and C. Gange re same (.4); review further edits to UST letter (.2).	1.20	1,176.00
9/24/2019	Braun, David	Meeting w/ R. Ringer, D. Blabey and C. Gange re UST letter re assumption of fee letter (.3); revise draft UST letter in connection with same (2.5), emails and TC w/ C. Gange re same (.3), email R. Ringer and D. Blabey re same (.1); confer with K. Eckstein re draft UST letter, review and revise letter per discs. (4.7), emails w/ KL Team re same (.2).	8.10	6,844.50
9/24/2019	Gange, Caroline	Revise letter to UST (1.0); emails and t/c with D. Braun re: same (0.5) .	1.50	1,177.50
9/25/2019	Ringer, Rachael L.	Revise letter to UST (1.3).	1.30	1,261.00
9/25/2019	Eckstein, Kenneth H.	Call w/ M. Cyganowski re UST/assumption of fee letter (1.3).	1.30	1,755.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/25/2019	Blabey, David E.	Review UST letter re fee letter (1); call with co-counsel re upcoming call with UST (.6).	1.60	1,568.00
9/25/2019	Braun, David	Participate in call w/ AHC counsel re UST letter and mtg (.8).	0.80	676.00
9/25/2019	Braun, David	Review and revise draft UST letter re fee letter (0.5), emails w/ KL Team re same (0.4).	0.90	760.50
9/25/2019	Gange, Caroline	Review/revise UST letter re fee letter (.6).	0.60	471.00
10/16/2019	Braun, David	Follow-up conf. call w/ R. Ringer, T. Graulich and C. Gange re fee letter motion (.7).	0.70	591.50
10/16/2019	Gange, Caroline	Review case precedent re motion to assume fee letter and outline same (4.7).	4.70	3,689.50
10/16/2019	Minerva, Benjamin	Research re: prepetition fee agreement docs (0.4).	0.40	160.00
10/17/2019	Eckstein, Kenneth H.	Review and comment on fee letter motion (.6).	0.60	810.00
10/17/2019	Blabey, David E.	Review and comment on draft motion to assume fee letter (1.5).	1.50	1,470.00
10/17/2019	Gange, Caroline	Review revised UST letter (1.7).	1.70	1,334.50
10/17/2019	Gange, Caroline	Research re standard for assuming fee letter (5) and draft summary re same (.5).	5.50	4,317.50
10/18/2019	Eckstein, Kenneth H.	Correspond w/ T. Graulich at DPW re fee letter motion (0.3).	0.30	405.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/18/2019	Blabey, David E.	Edits to debtors' draft of motion to assume fee letter (3.0), review cases in connection with same (.2), call with G. Cicero and R. Ringer regarding fee letter (.2).	3.40	3,332.00
10/18/2019	Gange, Caroline	Review/revise motion to assume AHC letter.	3.80	2,983.00
10/20/2019	Ringer, Rachael L.	Emails with A. Preis re: fee letter (.3).	0.30	300.00
10/20/2019	Eckstein, Kenneth H.	Correspond w/ Akin regarding UCC meeting re fee letter (0.5); call w/ M. Cyganowski re fee letter (0.4).	0.90	1,215.00
10/21/2019	Braun, David	Review draft assumption motion and draft comments re same (1.3).	1.30	1,098.50
10/21/2019	Gange, Caroline	Review/revise motion to assume fee letter.	1.60	1,256.00
10/22/2019	Ringer, Rachael L.	Review motion to assume fee letter (1.2).	1.20	1,200.00
10/22/2019	Blabey, David E.	Review edits to motion to assume fee letter (.1).	0.10	98.00
10/23/2019	Eckstein, Kenneth H.	Review motion re fee letter (0.5).	0.50	675.00
10/23/2019	Ringer, Rachael L.	Finalize revised UST letter (1).	1.00	1,000.00
10/24/2019	Gange, Caroline	Revise UST letter (.8).	0.80	628.00
10/25/2019	Eckstein, Kenneth H.	Follow-up correspond re UCC meeting re fee letter motion (0.8); conference call w/ counsel re fee motion regarding UCC response, (1.2); review UST letter, comment re same (0.8)	2.80	3,780.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/25/2019	Ringer, Rachael L.	Call with AHC professionals re: fee motion (.9), emails with UCC counsel re: questions with fee motion (.2), follow-up discussions with K. Eckstein re: same (.1).	1.20	1,200.00
10/25/2019	Gange, Caroline	Review/revise UST letter (1.1).	1.10	863.50
10/27/2019	Ringer, Rachael L.	Follow-up call with AHC and Debtor professionals re: AHC fee assumption motion (.6), email with DPW re: motion comments (.4).	1.00	1,000.00
10/28/2019	Ringer, Rachael L.	Prepare for UCC call re fee assumption (.8), follow-up re: same (.4), revise motion to assume (.8).	2.00	2,000.00
10/28/2019	Eckstein, Kenneth H.	Call w/ Akin re update on issues with fee assumption (.6); review and comment re fee motion (1.2).	1.80	2,430.00
10/28/2019	Eckstein, Kenneth H.	Review and comment on UST letter (.9).	0.90	1,215.00
10/28/2019	Blabey, David E.	Discuss motion to assume fee agreement with R. Ringer (.5).	0.50	490.00
10/28/2019	Braun, David	Emails w/ R. Ringer re motion to assume fee letter (.5).	0.50	422.50
10/29/2019	Ringer, Rachael L.	Discussions with AHC professionals re fee motion (2), discussions with KL team re: same (1.4), discussions/emails with clients re: same (2.5).	5.90	5,900.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/29/2019	Eckstein, Kenneth H.	Review fee motion, comment (0.7); correspond w/ AHC professionals re same (0.4); calls w/ S. Pohl, Melanie C.; correspond w/ D. Molton, J. Rice, L. Singer, S. Gilbert regarding fee motion (1.1); c/w R. Ringer regarding fee motion (.6).	2.80	3,780.00
10/29/2019	Blabey, David E.	Review emails with AHC counsel re assumption motion (.2).	0.20	196.00
10/29/2019	Braun, David	Review updated draft fee letter motion and group emails re same and other updates (.4); email J. Bessonette re fee motion update (.1).	0.50	422.50
10/30/2019	Eckstein, Kenneth H.	Call w/ S. Gilbert re fee motion, AHC and related issues (0.8).	0.80	1,080.00
<b>TOTAL</b>			<b>84.90</b>	<b>\$80,793.00</b>



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**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	4.40	\$5,170.00
Eckstein, Kenneth H.	Partner	24.20	32,670.00
Ringer, Rachael L.	Partner	34.20	33,690.00
Blabey, David E.	Counsel	11.80	11,564.00
Stoopack, Helayne O.	Counsel	2.70	2,686.50
Braun, David	Associate	21.50	18,167.50
Gange, Caroline	Associate	22.20	17,427.00
Khvatskaya, Mariya	Associate	2.70	2,281.50
Vatcher, Michael	Associate	6.60	4,752.00
Minerva, Benjamin	Paralegal	1.70	680.00
<b>TOTAL FEES</b>		<b>132.00</b>	<b>\$129,088.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Bentley, Philip	Review first-day filings.	0.50	\$587.50
9/16/2019	Eckstein, Kenneth H.	Prepare for first day hearing (4.1); review first day motions, declarations, briefs (2.4); prepare court remarks (1.2); multiple calls and emails w/ DPW and AHC counsel re same (1.8).	9.50	12,825.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Ringer, Rachael L.	Numerous calls and emails with clients/professionals/DPW re filing and first day hearing (6.0), call with AHC counsel re: prep (0.6), prepare/outline draft remarks for first day hearing (3.4), emails with K. Eckstein re: same (0.6).	10.60	10,282.00
9/16/2019	Blabey, David E.	Review first day filings (3.5); call with DPW and Ad Hoc Group counsel re prep for first day hearing (.6); call with client group re same (1).	5.10	4,998.00
9/16/2019	Blabey, David E.	Call with R. Ringer and DPW re first day relief (.3).	0.30	294.00
9/16/2019	Gange, Caroline	Review first day motions/informational brief and summarize issues (6.1); mtg w/ R. Ringer and D. Braun re first day motions review and analysis (.4); mtg w/ R. Ringer, K. Eckstein and D. Braun re first day motions and prep for first day hearing, call w/ Davis Polk re first day motion questions/issues (1.6); prep outline for first day hearing (1.2).	9.30	7,300.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Braun, David	Review articles and docs related to Purdue bankruptcy filing (.5); review and revise draft first day summaries and analysis, emails w/ M. Vatcher and C. Gange re same (.9); review first day affidavit and informational brief (1.4); mtg w/ R. Ringer and C. Gange about first day motions review and analysis (.4); mtg w/ R. Ringer, K. Eckstein and C. Gange re first day motions and prep for first day hearing, call w/ Davis Polk re first day motion questions/issues (1.6); further revise first day summaries to identify interim and final amounts of relief sought (.7); draft client update email re first day motion issues and plan for statement re same at first day hearing, emails w/ R. Ringer and C. Gange re same (1.8).	7.30	6,168.50
9/16/2019	Vatcher, Michael	Summarize first day motions and organize into a chart (2.0); revise first day motions chart with interim and final amounts sought (.6).	2.60	1,872.00
9/16/2019	Minerva, Benjamin	Prepare binders for first day hearing (1.2).	1.20	480.00
9/17/2019	Eckstein, Kenneth H.	Call w/ M. Huebner re issues from FDH (1.5).	1.50	2,025.00
9/17/2019	Bentley, Philip	Listen to first-day hearing (3.5); review emails and other reports re new devts (0.4).	3.90	4,582.50
9/17/2019	Ringer, Rachael L.	Prepare for and attend hearing (6.4).	6.40	6,208.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/17/2019	Eckstein, Kenneth H.	Prep for first day hearing and attend (6.4).	6.40	8,640.00
9/17/2019	Blabey, David E.	Attend portion of first day hearing by phone (3); exchange emails re diligence requests to debtors (.2).	3.20	3,136.00
9/17/2019	Gange, Caroline	Prep for and telephonically attend first day hearing (3.3); prepare summary for clients and emails w/ R. Ringer and D. Braun re same (2.8).	6.10	4,788.50
9/17/2019	Braun, David	Emails w/ KL Team re prep for first day hr'g (.2); listen to and take notes re first day hr'g (3.4); organize notes from hr'g and draft summary for clients re same, emails w/ C. Gange and R. Ringer re hr'g, discs. w/ C. Gange re same (3.4); revise draft email to incorporate comments from Gilbert, email R. Ringer re same (.6); emails re diligence list, continue reviewing first day pleadings in connection with same (.4).	8.00	6,760.00
9/17/2019	Vatcher, Michael	Correspond w/ P. Bentley and D. Braun re: Purdue first day hearing (.3); review case protocol referred to in first day hearing (.2); listen to portion of first day hearing (2.7).	3.20	2,304.00
9/17/2019	Minerva, Benjamin	Prepare binders re: first day motions (0.5).	0.50	200.00
9/18/2019	Blabey, David E.	Review first day hearing transcript (.2).	0.20	196.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/18/2019	Vatcher, Michael	Correspond w/ KL team re: first day hearing.	0.20	144.00
9/24/2019	Vatcher, Michael	Summarize letter from NYS Dept. of Financial Services re: employee bonuses for docket update to clients.	0.60	432.00
9/24/2019	Braun, David	Review DFS letter filed re payment of bonuses, email M. Vatcher re same (.1).	0.10	84.50
9/26/2019	Stoopack, Helayne O.	Review Debtor's Informational brief.	2.70	2,686.50
9/27/2019	Braun, David	Review and draft summary of UST objection to wages motion for inclusion in client update email, email R. Ringer re same (.9).	0.90	760.50
10/1/2019	Ringer, Rachael L.	Calls w/ AHC profs re: first days (.7).	0.70	700.00
10/3/2019	Ringer, Rachael L.	Call with E. Vonnegut re: first days (.3), call with AHC profs re: first days (.9), draft update emails re: term sheet, first days (1.2).	2.40	2,400.00
10/3/2019	Braun, David	Review first day issues, draft objection and order mark-ups in prep for AHC advisors call re same (.7); participate in AHC advisors call re first day motions (.6).	1.30	1,098.50
10/4/2019	Ringer, Rachael L.	Revise first day orders (1.7), send numerous emails to AHC, draft same (1.4), calls with AHC professionals re first day issues (0.9).	4.00	4,000.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/5/2019	Ringer, Rachael L.	Call re: wages with DPW/Akin (1.0), follow-up call with AHC profs re: same (1.0), emails with AHC professionals re: wages (.5).	2.50	2,500.00
10/5/2019	Gange, Caroline	Attend professionals call re first day motions.	0.60	471.00
10/5/2019	Braun, David	Participate in AHC advisors' call re wages motion and other first day relief (.6); review emails re proposed first day order modifications and draft objection re same (.5).	1.10	929.50
10/6/2019	Braun, David	Review emails re first day motion issues (.4).	0.40	338.00
10/7/2019	Ringer, Rachael L.	Analyze issues re: first days (.4).	0.40	400.00
10/8/2019	Braun, David	Review and summarize Debtors' reply in support of wages motion for inclusion in AHC docket update email (.5).	0.50	422.50
10/9/2019	Eckstein, Kenneth H.	Prep for second day hearing (1.3); review pleadings (.7).	2.00	2,700.00
10/9/2019	Blabey, David E.	Review and discuss hearing notes with R. Ringer.	0.50	490.00
10/9/2019	Gange, Caroline	Prepare for second day hearing (1.1).	1.10	863.50
10/10/2019	Ringer, Rachael L.	Prepare for and attend second day hearing (2.9).	2.90	2,900.00
10/10/2019	Eckstein, Kenneth H.	Attend second day hearing in White Plains (2.9).	2.90	3,915.00
10/10/2019	Blabey, David E.	Attend portion of second day hearing telephonically (2.5).	2.50	2,450.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/10/2019	Gange, Caroline	Prep for and telephonically attend second day hearing (2.9); Discuss second day hearing w/ R. Ringer and D. Braun (.9).	3.80	2,983.00
10/10/2019	Braun, David	Confer C. Gange re second day hearing (.2), emails w/ R. Ringer re second day hearing (.2).	0.40	338.00
10/16/2019	Eckstein, Kenneth H.	Conference call w/ UCC advisors re wages (1.4).	1.40	1,890.00
10/16/2019	Ringer, Rachael L.	Attend wages call with UCC (.5).	0.50	500.00
10/16/2019	Khvatskaya, Mariya	Review and discuss with H. Stoopack debtor's informational brief, petition, first day pleadings.	1.30	1,098.50
10/17/2019	Eckstein, Kenneth H.	Review material re Tribes (.5).	0.50	675.00
10/17/2019	Khvatskaya, Mariya	Review the Debtor's informational brief.	0.90	760.50
10/24/2019	Ringer, Rachael L.	Compose and review emails with UCC re: OCPs (.4); numerous emails with internal KL team re: OCPs (.2).	0.60	600.00
10/27/2019	Ringer, Rachael L.	Prepare for and attend call with AHC and Debtor professionals re: protective order (1.1).	1.10	1,100.00
10/28/2019	Ringer, Rachael L.	Follow-up with A. Preis re: wages/open issues (.9).	0.90	900.00
10/28/2019	Khvatskaya, Mariya	Review the first day motions (.5).	0.50	422.50
10/28/2019	Braun, David	Participate in conf. call w/ UCC and AHC advisors re OCP Motion(.4).	0.40	338.00
10/28/2019	Gange, Caroline	Call re OCP motion (.4).	0.40	314.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/30/2019	Ringer, Rachael L.	Call re: wages with FTI (.9).	0.90	900.00
10/30/2019	Braun, David	Participate in call w/ FTI re employee wages (.9); review deck re employee wages motion, email R. Ringer re same (.2).	1.10	929.50
10/30/2019	Gange, Caroline	Call w/ FTI re wages motion (.9).	0.90	706.50
10/31/2019	Ringer, Rachael L.	Emails with DPW re: OCPs (.3).	0.30	300.00
<b>TOTAL</b>			<b>132.00</b>	<b>\$129,088.50</b>



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**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	1.20	\$1,410.00
Dienstag, Abbe L.	Partner	0.40	470.00
Eckstein, Kenneth H.	Partner	13.60	18,360.00
Ringer, Rachael L.	Partner	57.60	57,033.00
Blabey, David E.	Counsel	11.60	11,368.00
Blain, Hunter	Law Clerk	2.40	1,320.00
Braun, David	Associate	8.90	7,520.50
Celt, Justin	Associate	0.60	432.00
Gange, Caroline	Associate	33.20	26,062.00
Vatcher, Michael	Associate	8.70	6,264.00
Beck, Samuel	Paralegal	3.90	1,521.00
Kane, Wendy	Paralegal	0.40	156.00
Minerva, Benjamin	Paralegal	31.30	12,520.00
<b>TOTAL FEES</b>		<b>173.80</b>	<b>\$144,436.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Blabey, David E.	Comment on common interest agreement (.2).	0.20	\$196.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Vatcher, Michael	Correspond w/ B. Minerva re: case admin matters (.2); compile contact list for Ad Hoc Group and other parties (2.5).	2.70	1,944.00
9/16/2019	Braun, David	Emails w/ M. Vatcher re preparation of contact list, emails w/ TSG and R. Ringer re updates to email macros (.4); emails re PacerPro setup, review bankruptcy docket (.5).	0.90	760.50
9/16/2019	Minerva, Benjamin	Update internal records re: court filings (0.7); submit telephonic device forms and prepare device order for first day hearing, calls with court clerk re: same (1.3); prepare and revise contact list (2.0); register court call line for first day hearing (0.3); emails with KL team and library re: pacer alerts (0.2).	4.50	1,800.00
9/18/2019	Ringer, Rachael L.	Attend FA interviews (3.3).	3.30	3,201.00
9/18/2019	Gange, Caroline	Meet w/ R. Ringer and D. Braun re work streams (1); review/revise diligence list and WIP list (2.7).	3.70	2,904.50
9/18/2019	Braun, David	Email w/ R. Ringer and C. Gange re WIP list (.3); prepare draft NOA for AHC co-counsel (.7).	1.00	845.00
9/18/2019	Minerva, Benjamin	Prepare and organize documents for client meeting (1.2); Update internal records re: court filings and first day hearing transcript (0.4).	1.60	640.00
9/19/2019	Dienstag, Abbe L.	Emails D. Blabey re: AHC bylaws and governance.	0.40	470.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/19/2019	Blabey, David E.	Edit common interest agreement, disc voting issues, edit WIP list (.7); review summary of Reorg presentation on Purdue (.2).	0.90	882.00
9/19/2019	Blabey, David E.	Review emails re common interest agreement, agenda for Monday meeting, and update from Debtors.	0.30	294.00
9/19/2019	Braun, David	Review sample group governance documents (.4); revise NOA for AHC representation, email R. Ringer re same (.8); confer C. Gange re next steps and work streams (.2); emails re comments to rule 2019 statement and NOA (.5).	1.90	1,605.50
9/19/2019	Gange, Caroline	Revise CIA (1.2); review case status and WIP and discuss with D. Braun (1.2); call w/ FTI re case updates(1.1).	3.50	2,747.50
9/19/2019	Celt, Justin	Tel. conf w/ KL team regarding current matter status (0.6).	0.60	432.00
9/19/2019	Minerva, Benjamin	Update internal records re: court filings and contacts (0.6); update KL team outlook invitations (0.6); prepare Rule 2019 statement (0.4); emails with library and KL team re: pacer alerts (0.2).	1.80	720.00
9/19/2019	Beck, Samuel	Prepare and organize meeting materials for R. Ringer (1.2).	1.20	468.00
9/20/2019	Eckstein, Kenneth H.	Call w/ Eisenband, Simms re retention (0.5); review materials re Bylaws, term sheet, Ad Hoc committee issues (1.2).	1.70	2,295.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/20/2019	Blabey, David E.	Review and comment on draft by-laws and email from A. Dienstag re same (.4).	0.40	392.00
9/20/2019	Minerva, Benjamin	Update contact list re: consenting states and PEC representatives.	5.90	2,360.00
9/21/2019	Ringer, Rachael L.	Revise by-laws (0.4), numerous emails with professionals re: updates on same (.5), further emails with BR re: same (.4), revise by-laws (.4), discuss with D. Blabey (.5).	2.20	2,134.00
9/21/2019	Blabey, David E.	Discuss by-laws with R. Ringer (.5).	0.50	490.00
9/22/2019	Ringer, Rachael L.	Prepare for and attend call re: documents and deliverables for meeting (.9), finalize by-laws, CIA, other documents (1.4), prepare same for sending to AHC (.5).	2.80	2,716.00
9/22/2019	Eckstein, Kenneth H.	Review Bylaws (0.6), prep for Ad Hoc meeting (0.7); professional call re agenda (0.9).	2.20	2,970.00
9/23/2019	Eckstein, Kenneth H.	Review Bylaws (0.4); review issues re FTI retention; (.3) call w/ FTI (.4), follow-up re same (0.1).	1.20	1,620.00
9/23/2019	Minerva, Benjamin	Prepare documents for 9/23 meeting and assist with meeting (2.4); Update internal records re: court filings (0.3).	2.70	1,080.00
9/23/2019	Beck, Samuel	Prepare and organize meeting materials for R. Ringer (1.1).	1.10	429.00
9/24/2019	Ringer, Rachael L.	Revise by-laws (1.0).	1.00	970.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/24/2019	Blabey, David E.	Review and exchange emails re case updates and WIP (.5).	0.50	490.00
9/24/2019	Minerva, Benjamin	Prepare documents and assist 9/24 client meeting (1.6); update contact list (0.2); Update internal records re: court filings (0.3).	2.10	840.00
9/24/2019	Beck, Samuel	Prepare materials for meeting.	0.80	312.00
9/25/2019	Ringer, Rachael L.	Revise by-laws and revise common interest agreement, attend calls w/ AHC profs re: same (1.0).	1.00	970.00
9/25/2019	Eckstein, Kenneth H.	Revise By-Laws (0.8).	0.80	1,080.00
9/25/2019	Eckstein, Kenneth H.	Correspond w/ AHC profs re By-Laws, work plan, term sheet (0.6 ).	0.60	810.00
9/25/2019	Gange, Caroline	Review issues re protective order (2.1).	2.10	1,648.50
9/25/2019	Minerva, Benjamin	Update contact list (0.3); emails with KL team and TSG re: ad hoc committee macro update (0.2); update internal records re: court filings (0.2).	0.70	280.00
9/26/2019	Ringer, Rachael L.	Draft WIP list (0.2), discussions with K. Eckstein re: same (0.1), emails re: UCC formation (.5), further discussions with K. Eckstein re: coordination (.9).	1.70	1,649.00
9/26/2019	Eckstein, Kenneth H.	Revise By-Laws (2); call w/ co-counsel re: same (0.4); correspond re Committee admin (0.6).	3.00	4,050.00
9/26/2019	Vatcher, Michael	Attend UCC formation meeting.	6.00	4,320.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/26/2019	Braun, David	Emails w/ M. Vatcher re: updates on committee formation meeting (.5).	0.50	422.50
9/26/2019	Minerva, Benjamin	Update internal records re: court filings.	0.30	120.00
9/27/2019	Ringer, Rachael L.	Revise update to states, review/revise NDA (.7), numerous emails/discussion re: AHC Bylaws, discussions with K. Eckstein re: same (1.4), emails re: rescheduling call (0.3), revise NDA (1.1), prepare for WIP call (0.4), attend same (1.7).	5.60	5,432.00
9/27/2019	Gange, Caroline	Revise bylaws (2.1).	2.10	1,648.50
9/27/2019	Minerva, Benjamin	Update internal records re: court filings.	0.30	120.00
9/28/2019	Ringer, Rachael L.	Emails with AHC re: responses on by-laws (0.7).	0.70	679.00
9/29/2019	Blabey, David E.	Review and edit protective order (.5).	0.50	490.00
9/30/2019	Ringer, Rachael L.	Review NDA/Protective order, discussion with D. Blabey re: same (.3), emails with professionals re: updates, call with BR re: emails (.3).	0.60	582.00
10/1/2019	Bentley, Philip	Review case updates.	0.30	352.50
10/1/2019	Ringer, Rachael L.	Review issues re: NDA/protective order; revise same (1.0), discussions with D. Blabey re: same, emails with AHC members re: same (1.0), emails w/ AHC professionals re: protective orders, revise by-laws (.5).	2.50	2,500.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/1/2019	Gange, Caroline	Review/file NOA (.3); prepare for 10/8 AHC meeting (1.1).	1.40	1,099.00
10/1/2019	Minerva, Benjamin	Update internal records re: court filings (0.4); calls with Veritext and emails with KL team re: adversary case deposition transcripts (0.5); File Ad Hoc Committee Notice of Appearance (0.4).	1.30	520.00
10/2/2019	Ringer, Rachael L.	Numerous emails/coordination w/ AHC profs re: Purdue issues, NDA, revise same (3.8), prepare for and attend call with UCC re: updates (0.5), follow-up with K. Eckstein re: same (0.4), review issues re: bylaws (1.1), coordinate additional members and voting (0.4).	6.20	6,200.00
10/2/2019	Minerva, Benjamin	Update internal records re: Adversary proceeding deposition materials and transcripts (0.3); emails with KL team and library re: Pacer ECF alerts (0.2).	0.50	200.00
10/4/2019	Minerva, Benjamin	Update internal records re: contact list (1.8) and court filings (0.4).	2.20	880.00
10/7/2019	Blabey, David E.	Review and edit protective order and discussions re same with R. Ringer (.5).	0.50	490.00
10/7/2019	Minerva, Benjamin	Prepare electronic device order forms for 10/10 and 10/11 hearings (0.3); Update internal records re: court filings (0.3).	0.60	240.00
10/8/2019	Gange, Caroline	Draft 2019 statement (2.3).	2.30	1,805.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/8/2019	Minerva, Benjamin	Prepare electronic device order forms (0.4); calls and emails with courtroom deputy re: same (0.2); update internal records re: court filings (0.2); update KI team calendar invitations re: Preliminary Injunction dates (0.2).	1.00	400.00
10/9/2019	Eckstein, Kenneth H.	Outline 2019 statement (.6); correspond with AHC professionals re same (.4).	1.00	1,350.00
10/9/2019	Ringer, Rachael L.	Review and finalize 2019 statement (1.6).	1.60	1,600.00
10/9/2019	Gange, Caroline	Revise 2019 statement (.4).	0.40	314.00
10/10/2019	Blabey, David E.	Review, comment, and edit 2019 statement (.5).	0.50	490.00
10/10/2019	Gange, Caroline	Review 2019 statement for filing (.5).	0.50	392.50
10/10/2019	Braun, David	Review and revise draft 2019 statement, emails w/ KL Team re same in preparation for filing (.7).	0.70	591.50
10/10/2019	Minerva, Benjamin	Prepare electronic device form for 10/11 hearing (0.5)	0.50	200.00
10/10/2019	Kane, Wendy	Emails w/ D. Braun re 2019 statement (.1); file 2019 statement (.2); email team re same (.1).	0.40	156.00
10/11/2019	Beck, Samuel	Obtain transcript for R. Ringer (.8).	0.80	312.00
10/12/2019	Ringer, Rachael L.	Emails with AHC professionals re: NDA issues (.3), call with S. Gilbert re: same (.2).	0.50	500.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/13/2019	Ringer, Rachael L.	Call with DPW and AHC professionals re: NDA issues (1.4), call with K. Eckstein re: updates (.2), draft email to DPW, emails with AHC professionals re: same, revise same (.5).	2.10	2,100.00
10/13/2019	Blabey, David E.	Call with AHC counsel and DPW re NDA issues.	1.40	1,372.00
10/14/2019	Ringer, Rachael L.	Numerous emails with AHC professionals re: NDA issues (0.5), review by-laws, edit by-laws (0.5).	1.00	1,000.00
10/14/2019	Minerva, Benjamin	Update internal records re: court filings (0.7).	0.70	280.00
10/15/2019	Ringer, Rachael L.	Attend coordination call (.6), prepare for coordination call with AHC professionals (.4).	1.00	1,000.00
10/15/2019	Ringer, Rachael L.	Call with E. Vonnegut regarding NDA (.3), numerous emails re: NDA with AHC professionals (.8), call with AHC members re: NDA issues (.8), call with DPW re: NDA issues (.5), numerous follow-up calls with AHC Professionals re: updates/issues (.2).	2.60	2,600.00
10/15/2019	Blabey, David E.	Call with AHC professionals re current work in progress between firms.	0.40	392.00
10/15/2019	Gange, Caroline	Calls w/ AHC and debtors re NDA (1.2).	1.20	942.00
10/15/2019	Braun, David	Attend follow-up call w/ DPW re NDA issues (1.3).	1.30	1,098.50
10/15/2019	Minerva, Benjamin	Update internal records re: court filings (0.2).	0.20	80.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/16/2019	Bentley, Philip	Conference with D. Blabey re recent developments with NDA (0.2), and review recent filings (0.4).	0.60	705.00
10/16/2019	Ringer, Rachael L.	Revise NDA (1.1), call with DPW re: NDA questions (.8).	1.90	1,900.00
10/16/2019	Gange, Caroline	Discussions w/ R. Ringer and D. Braun re status (.9).	0.90	706.50
10/16/2019	Gange, Caroline	Review NDA (.9).	0.90	706.50
10/16/2019	Braun, David	Confer C. Gange re open work streams (.2).	0.20	169.00
10/16/2019	Minerva, Benjamin	Update internal records re: final first day motion orders (0.3).	0.30	120.00
10/17/2019	Ringer, Rachael L.	Review/revise confidentiality agreement (.4), further emails with AHC professionals re: NDA issues (.4).	0.80	800.00
10/17/2019	Eckstein, Kenneth H.	Review NDA and discuss issues at BR meeting (1.5).	1.50	2,025.00
10/17/2019	Minerva, Benjamin	Update KL team outlook invitations.	0.20	80.00
10/18/2019	Ringer, Rachael L.	Meeting with K. Eckstein re: updates/next steps (.4).	0.40	400.00
10/18/2019	Ringer, Rachael L.	Revise professionals NDA (.6), discussion with E. Vonnegut re: revised NDA (.2).	0.80	800.00
10/18/2019	Minerva, Benjamin	Download and organize relevant reports (0.6); emails with Veritext re: 10/10 and 10/11 hearing transcripts and standing order (0.3).	0.90	360.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/21/2019	Ringer, Rachael L.	Review revised NDA (.9), compose emails with KL/BR re: NDA (.2), review revised protective order (1.1), call with DPW re: NDA and finalize same (.5).	2.70	2,700.00
10/21/2019	Blabey, David E.	Review mark up of NDA and emails re same.	0.20	196.00
10/21/2019	Minerva, Benjamin	Update kl team calendar invitations and internal records re: court filings (0.2); emails with Veritext re: 10/11 hearing transcript (0.1).	0.30	120.00
10/22/2019	Bentley, Philip	Conference with D. Blabey re current developments in case regarding NDA and fee letter, and review updates re same.	0.30	352.50
10/22/2019	Ringer, Rachael L.	Revise professionals NDA, (1.7), call with DPW re: NDA and protective order (.6).	2.30	2,300.00
10/22/2019	Ringer, Rachael L.	Coordinate logistics for upcoming meetings (.1).	0.10	100.00
10/22/2019	Blabey, David E.	Review edits to NDA (.2).	0.20	196.00
10/22/2019	Gange, Caroline	Mark-up Protective Order (1.9); review NDA (.7); discussions w/ D. Braun re same (.5).	3.10	2,433.50
10/22/2019	Braun, David	Review and revise draft protective order (.4) , email and confer C. Gange re same (.4). Review NAS AHC 2019 statement (.2).	1.00	845.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/23/2019	Ringer, Rachael L.	Meeting with K. Eckstein re: case updates (.5), finalize protective order edits (1.5).	2.00	2,000.00
10/23/2019	Gange, Caroline	Review protective order (1.4); review and incorporate various AHC members' comments re same (1.8).	3.20	2,512.00
10/24/2019	Ringer, Rachael L.	Review/revise Protective Order (1.0).	1.00	1,000.00
10/24/2019	Gange, Caroline	Review/revise protective order (1).	1.00	785.00
10/25/2019	Ringer, Rachael L.	Attend AHC professionals call re: tax issues and protective order (1), further revise Protective Order re: comments from AHC professionals and AHC members (.7), further emails with KL team and AHC professionals re: protective order, next steps, open issues (1.0).	2.70	2,700.00
10/25/2019	Blabey, David E.	Review and edit protective order.	1.20	1,176.00
10/25/2019	Gange, Caroline	Review and revise protective order (1.2).	1.20	942.00
10/27/2019	Blabey, David E.	Participate in call between AHC and Debtor professionals re protective order.	1.10	1,078.00
10/28/2019	Blabey, David E.	Call with AHC professionals to discuss WIP list (.9).	0.90	882.00
10/28/2019	Braun, David	Participate in and take notes on conf. call w/ AHC advisors re works in progress and status updates (.9).	0.90	760.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/28/2019	Gange, Caroline	Telephonically attend WIP call with AHC professionals (.5).	0.50	392.50
10/28/2019	Minerva, Benjamin	Update internal records re: court filings.	0.20	80.00
10/29/2019	Minerva, Benjamin	Update internal records re: court filings.	0.20	80.00
10/30/2019	Ringer, Rachael L.	Catch-up call with Otterbourg regarding overall status of case (2).	2.00	2,000.00
10/30/2019	Eckstein, Kenneth H.	Review recently filed pleadings (0.8); call with Marshall H. re case update (0.8).	1.60	2,160.00
10/30/2019	Gange, Caroline	Attend WIP meeting (1.3).	1.30	1,020.50
10/30/2019	Minerva, Benjamin	Update internal records re: Schedules and statements and other court filings.	1.90	760.00
10/31/2019	Ringer, Rachael L.	Revise response to 2019 information request (1), review confidentiality agreement (.4), review and edit re: confidentiality agreement (1), attend WIP meeting with D. Blabey, D. Braun, C. Gange, and H. Blain (.5), numerous calls with KL team re: updates (.5), discussion with D. Blabey re: NDA with Sacklers (.8), finalize bylaws production (.3).	4.50	4,500.00
10/31/2019	Blabey, David E.	Meet with R. Ringer, D. Braun, C. Gange, and H. Blain re WIP (.5).	0.50	490.00
10/31/2019	Blabey, David E.	Review and edit NDA with Sacklers (1.4).	1.40	1,372.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/31/2019	Blain, Hunter	Meeting with D. Blabey regarding case updates (.1), meeting with R. Ringer, D. Blabey, D. Braun, and C. Gange regarding current issues with case and compilation of RSA/PSAs (0.5), review prior filings regarding case history and current positioning of case (1.8).	2.40	1,320.00
10/31/2019	Braun, David	KL internal meeting with R. Ringer, D. Blabey, C. Gange, and H. Blain re catch-up and next steps (.5).	0.50	422.50
10/31/2019	Gange, Caroline	WIP meeting w/ R. Ringer, D. Blabey, D. Braun, and H. Blain (.5); review By-Laws (.4).	0.90	706.50
10/31/2019	Gange, Caroline	Review Debtors' markup and prepare issues list of protective order (3).	3.00	2,355.00
10/31/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); create new check request for O'Connell depo transcript (0.2).	0.40	160.00
<b>TOTAL</b>			<b>173.80</b>	<b>\$144,436.50</b>



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## Emergency Financing

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	1.20	\$1,620.00
Braun, David	Associate	2.90	2,450.50
Gange, Caroline	Associate	3.40	2,669.00
<b>TOTAL FEES</b>		<b>7.50</b>	<b>\$6,739.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/7/2019	Braun, David	Research re emergency fund payments (2.3), emails w/ C. Gange re same (.2).	2.50	\$2,112.50
10/7/2019	Gange, Caroline	Research and draft email re emergency fund payments and discuss same w/ D. Braun (3.4).	3.40	2,669.00
10/8/2019	Eckstein, Kenneth H.	Call w/ Debtors re emergency fund (.8); follow up w/ AHC professionals regarding emergency fund (.4).	1.20	1,620.00
10/10/2019	Braun, David	Research re emergency fund issues, emails w/ KL Team re same (.4).	0.40	338.00
<b>TOTAL</b>			<b>7.50</b>	<b>\$6,739.50</b>



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**Litigation**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	4.00	\$4,700.00
Eckstein, Kenneth H.	Partner	16.40	22,140.00
Ringer, Rachael L.	Partner	26.50	26,104.00
Blabey, David E.	Counsel	62.70	61,446.00
Braun, David	Associate	20.20	17,069.00
Gange, Caroline	Associate	45.40	35,639.00
Vatcher, Michael	Associate	1.20	864.00
Minerva, Benjamin	Paralegal	10.90	4,360.00
<b>TOTAL FEES</b>		<b>187.30</b>	<b>\$172,322.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/18/2019	Eckstein, Kenneth H.	Review stay and injunction papers (0.6); correspond w/ AHC professionals re: injunction and related issues (1.3).	1.90	\$2,565.00
9/18/2019	Ringer, Rachael L.	Emails with professionals/clients re: stay extension (.5), review pleadings re: same (0.4), discuss same with KL team (0.7).	1.60	1,552.00
9/18/2019	Blabey, David E.	Review brief in support of stay (.3).	0.30	294.00



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### Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/18/2019	Gange, Caroline	Revise draft discovery motion and research re same (4.9).	4.90	3,846.50
9/18/2019	Braun, David	Review debtors' adversary cplt seeking stay and brief in support of a preliminary injunction (3.1); mtg w/ R. Ringer and C. Gange re next steps, work streams, etc. (1).	4.10	3,464.50
9/19/2019	Bentley, Philip	Review Debtors' stay extension motion and supporting papers (2.2); confs. Blabey re current litigation issues (0.3).	2.50	2,937.50
9/19/2019	Ringer, Rachael L.	Revise memo re: auto stay (1.1).	1.10	1,067.00
9/19/2019	Blabey, David E.	Exchange emails re litigation strategy and review stay pleadings (0.4), confer with P. Bentley (0.3).	0.70	686.00
9/19/2019	Gange, Caroline	Review stay pleadings (2.2).	2.20	1,727.00
9/19/2019	Braun, David	Continue analyzing Debtors' stay pleadings (2.3).	2.30	1,943.50
9/19/2019	Minerva, Benjamin	Prepare PI documents for client meeting (.9); prepare binders re: PI docs and PI declarations (0.8).	1.70	680.00
9/20/2019	Ringer, Rachael L.	Review documents re stay/injunction, review protective order (1.7), call with M. Cyganowski, call with FTI, calls to DPW re same (3.5).	5.20	5,044.00





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#### Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/20/2019	Blabey, David E.	Review all stay-related pleadings and declarations and draft a memo to the client group summarizing the pleadings and providing strategic recommendations (7); incorporate K. Eckstein edits to stay memo (.2).	7.20	7,056.00
9/20/2019	Gange, Caroline	Calls w/ DPW re Protective Order (1.2); review Protective Order and Scheduling Order (2.6).	3.80	2,983.00
9/20/2019	Vatcher, Michael	Review precedent docket items regarding protective order (.6); pull protective orders issued by Judge Drain (.6).	1.20	864.00
9/21/2019	Blabey, David E.	Edits to memo re stay pleading (.5).	0.50	490.00
9/21/2019	Gange, Caroline	Review proposed Protective Order and precedent from Judge Drain (2.2); draft outline/issues list re Protective Order (1.4).	3.60	2,826.00
9/22/2019	Eckstein, Kenneth H.	Review stay memo (1.3)	1.30	1,755.00
9/23/2019	Bentley, Philip	Review emails re current devts re preliminary injunction.	0.30	352.50
9/24/2019	Eckstein, Kenneth H.	Review automatic Stay and term sheet issues (0.5); confer with J. Rosenbaum, S. Gilbert re: same. (0.5).	1.00	1,350.00
9/24/2019	Blabey, David E.	Disc stay issues with R. Ringer and K. Eckstein (.2).	0.20	196.00
9/24/2019	Gange, Caroline	Review issues re Protective Order (2.2).	2.20	1,727.00



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### Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/25/2019	Eckstein, Kenneth H.	Review stay issues (0.7); call w/ counsel re same (0.3).	1.00	1,350.00
9/25/2019	Blabey, David E.	Review and comment on protective order (1).	1.00	980.00
9/25/2019	Blabey, David E.	Draft stay pleading (1).	1.00	980.00
9/26/2019	Bentley, Philip	Review recent case devts .stay pleadings (0.9).	0.90	1,057.50
9/26/2019	Ringer, Rachael L.	Attend portion of depositions re: stay (0.9), numerous discussions with K. Eckstein re: same (1.1); further attend portions of deposition (3.3).	5.30	5,141.00
9/26/2019	Blabey, David E.	Prep for deposition of Jesse DelConte (2); attend deposition (5.6); exchange emails re depo update and prep for tomorrow's depo (.5).	8.10	7,938.00
9/27/2019	Blabey, David E.	Prep for depo of Jamie O'Connell (.2); attend depo at DPW (8.1); update with R. Ringer and K. Eckstein (.2).	8.50	8,330.00
9/29/2019	Blabey, David E.	Call with K. Eckstein re statement in support of stay (.2).	0.20	196.00
10/1/2019	Blabey, David E.	Draft statement in support of stay motion.	9.50	9,310.00
10/2/2019	Ringer, Rachael L.	Review stay relief pleadings (1.0).	1.00	1,000.00
10/2/2019	Eckstein, Kenneth H.	Review stay pleading, comment (0.8).	0.80	1,080.00



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### Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/2/2019	Blabey, David E.	Edit statement in support of stay (1); call with DPW re intervention, research re same, and emails with R. Ringer and team re same (1); review objections to stay (.5).	2.50	2,450.00
10/2/2019	Braun, David	Research re channeling injunctions, email K. Eckstein re same (.7); research and emails re motion to intervene (.4); review and summarize filed objections to Debtors' prelim injunction motion and wages motion (2.4).	3.50	2,957.50
10/2/2019	Gange, Caroline	Legal research re standard for intervention in an adversary proceeding (4.3); review precedent re same (1.2); draft summary emails re objection to stay motion (2.7).	8.20	6,437.00
10/3/2019	Eckstein, Kenneth H.	Review and revise stay pleading (1.0).	1.00	1,350.00
10/3/2019	Blabey, David E.	Call with DPW re intervention and emails with R. Ringer and K. Eckstein (.2); emails to R. Ringer and C. Gange re intervention pleading (.2).	0.40	392.00
10/3/2019	Gange, Caroline	Draft/revise motion to intervene in AP (3.9).	3.90	3,061.50
10/4/2019	Blabey, David E.	Review objections to stay (3.6); edit motion to intervene (1.2).	4.80	4,704.00
10/4/2019	Braun, David	Review and summarize filed objections to preliminary injunction motion (.8).	0.80	676.00



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**Litigation**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/4/2019	Gange, Caroline	Draft summary updates re objections to stay motions and discuss same w/ R. Ringer (3.1).	3.10	2,433.50
10/5/2019	Ringer, Rachael L.	Emails with DPW re; stay extension and updates (.3) ,revise pleading re: stay (.6).	0.90	900.00
10/5/2019	Blabey, David E.	Edit statement in support of stay (2.9); disc statement in support of stay with R. Ringer (0.7).	3.60	3,528.00
10/6/2019	Blabey, David E.	Review and edit statement in support of stay (.5); discuss edits with R. Ringer and further edits to same (.7); draft contingent pleading re: stay (2).	3.20	3,136.00
10/7/2019	Blabey, David E.	Edits to statement and response re: stay (2); and edit to pleadings (2.3).	4.30	4,214.00
10/7/2019	Braun, David	Review revised draft statement re stay (.2).	0.20	169.00
10/7/2019	Gange, Caroline	Revise pleadings in response to stay motion (3.9).	3.90	3,061.50
10/8/2019	Ringer, Rachael L.	Finalize statement in support of stay for filing (1.2), emails with AHC profs re: NOA (.3).	1.50	1,500.00
10/8/2019	Blabey, David E.	Incorporate various edits to statement in support of stay (.5); review Sackler statement in support of stay (.5).	1.00	980.00
10/8/2019	Braun, David	Review emails re 2019 statement and stay (.1).	0.10	84.50
10/8/2019	Gange, Caroline	Draft summaries re replied to PI motion (1.5).	1.50	1,177.50



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#### Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/8/2019	Minerva, Benjamin	File AHC Statement in Support of Stay in adversary proceeding (0.4); prepare service for same (2.8).	3.20	1,280.00
10/10/2019	Eckstein, Kenneth H.	Prep for stay hearing (.8), review materials for stay hearing (.5).	1.30	1,755.00
10/10/2019	Minerva, Benjamin	Prepare service and file affidavits of service for AHC Rule 2019 statement and AHC Statement in Support of Stay (6.0).	6.00	2,400.00
10/11/2019	Ringer, Rachael L.	Prepare for and participate in hearing on stay motion (8.1); numerous discussions with K. Eckstein re: hearing (1), review/revise email update to UCC (.3).	9.40	9,400.00
10/11/2019	Eckstein, Kenneth H.	Attend hearing in White Plains re extension of Stay (8.1).	8.10	10,935.00
10/11/2019	Blabey, David E.	Attend preliminary injunction hearing telephonically.	4.20	4,116.00
10/11/2019	Braun, David	Listen telephonically to preliminary injunction hearing and take notes re hearing (6.5), communication w/ KL Team re hearing (.8).	7.30	6,168.50
10/11/2019	Gange, Caroline	Telephonically attend preliminary injunction hearing and draft summary email (8.1).	8.10	6,358.50
10/14/2019	Bentley, Philip	Review recent developments and pleadings in case.	0.30	352.50
10/14/2019	Braun, David	Review UCC stipulation (1).	1.00	845.00
10/16/2019	Ringer, Rachael L.	Call with DPW re: hearings (.2).	0.20	200.00



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**Litigation**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/17/2019	Blabey, David E.	Emails to KL team re and edits to stipulation to extend deadline (1.2).	1.20	1,176.00
10/18/2019	Ringer, Rachael L.	Emails with AHC professionals re: adjournments/hearings (.3).	0.30	300.00
10/22/2019	Braun, David	Email and discuss w/ D. Blabey re adversary proceeding exhibits (.4), call and email M. Tobak re same (.2).	0.60	507.00
10/25/2019	Braun, David	Attend call with M. Tobak re adversary proceeding exhibits (.2), email R. Ringer update re same (.1).	0.30	253.50
10/31/2019	Blabey, David E.	Review AZ opposition to stay (.3).	0.30	294.00
<b>TOTAL</b>			<b>187.30</b>	<b>\$172,322.00</b>



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	67.00	\$90,450.00
Ringer, Rachael L.	Partner	63.20	62,240.00
Blabey, David E.	Counsel	37.70	36,946.00
Braun, David	Associate	36.10	30,504.50
Gange, Caroline	Associate	52.80	41,448.00
Kontorovich, Ilya	Associate	0.50	422.50
Beck, Samuel	Paralegal	0.70	273.00
Minerva, Benjamin	Paralegal	1.40	560.00
<b>TOTAL FEES</b>		<b>259.40</b>	<b>\$262,844.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Eckstein, Kenneth H.	Professional conf call re filing and coordination for Ad Hoc Committee call (1).	1.00	\$1,350.00
9/16/2019	Ringer, Rachael L.	Conf call w AHC re: case updates/filing (0.8), prep for same (0.2).	1.00	970.00
9/16/2019	Gange, Caroline	Participate in conf. call w/ AHC counsel re open work streams, prep for AHC client call (1); participate in conf. call w/ ad hoc committee clients re: case updates/overview (.8).	1.80	1,413.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/16/2019	Braun, David	Participate in conf. call w/ AHC counsel re open work streams, committee governance and prep for AHC client call (1).	1.00	845.00
9/16/2019	Braun, David	Participate in conf. call w/ ad hoc committee clients (.8).	0.80	676.00
9/17/2019	Ringer, Rachael L.	Follow-up meetings with AHC members re: first day hearing (1.5).	1.50	1,455.00
9/17/2019	Eckstein, Kenneth H.	Meet at Otterbourg w/ certain AHC members (1.5); communicate w/ all FA's (1.3).	2.80	3,780.00
9/17/2019	Eckstein, Kenneth H.	Arrange FA interview (0.4).	0.40	540.00
9/18/2019	Eckstein, Kenneth H.	Meet w/ Ad Hoc committee re: case updates and next steps (3.0).	3.00	4,050.00
9/18/2019	Ringer, Rachael L.	Prepare for and attend meeting with clients re: case updates and next steps (3.2).	3.20	3,104.00
9/18/2019	Blabey, David E.	Meet with client group at KL offices re: case updates and next steps (3.2).	3.20	3,136.00
9/18/2019	Gange, Caroline	Telephonically attend Ad Hoc Committee meeting and related follow-up (2.7).	2.70	2,119.50
9/18/2019	Braun, David	Participate in conf. call w/ AHC re first day hearing debrief, open work streams and next steps (2.5).	2.50	2,112.50





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/19/2019	Eckstein, Kenneth H.	Full day meeting w/ Ad Hoc professionals (4.4); prepare for same meeting (2.4); conf call w/ state AHC members (1.3); call w/ M. Huebner (1.7); call w/ FTI (1.3); c/w R. Ringer re all issues (1.4).	12.00	16,200.00
9/19/2019	Ringer, Rachael L.	Prepare for and attend call w/ all supporting AGs re: case updates(1.3), calls with K. Eckstein, FTI re: updates (1.3), emails with professionals re: updates (0.6), further revise all documents and deliverables for AHC (2.3), emails with P. Singer re: meetings, coordination (1.3).	6.80	6,596.00
9/19/2019	Ringer, Rachael L.	Prepare for and attend meeting re: professional coordination (4.4).	4.40	4,268.00
9/19/2019	Blabey, David E.	Meeting at KL offices with AHC professionals (4.4); prepare for same meeting (1.9).	6.30	6,174.00
9/19/2019	Gange, Caroline	Telephonically attend professionals' meeting (4.4), follow-up regarding meeting (0.3).	4.70	3,689.50
9/19/2019	Braun, David	Listen telephonically to portion of working group call among AHC counsel (3.7).	3.70	3,126.50
9/22/2019	Blabey, David E.	Call with co-counsel to prep for client meeting re: automatic stay and injunction (.8) and edits to memo and exchange emails re same (.5).	1.30	1,274.00
9/22/2019	Gange, Caroline	Prepare materials and agenda for in-person AHC meeting.	3.40	2,669.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/23/2019	Ringer, Rachael L.	Prepare for and attend AHC meeting (8.5).	8.50	8,245.00
9/23/2019	Eckstein, Kenneth H.	Prep for and attend Ad Hoc Committee in person full day meeting at KL work through full agenda (8.5)	8.50	11,475.00
9/23/2019	Blabey, David E.	Prep for and attend client meeting at KL.	6.80	6,664.00
9/23/2019	Braun, David	Participate telephonically in AHC meeting re various administrative matters and term sheet issues (2.7).	2.70	2,281.50
9/23/2019	Gange, Caroline	Prep for and attend AHC meeting and related follow-up (8.9).	8.90	6,986.50
9/24/2019	Eckstein, Kenneth H.	Prep for and attend Ad Hoc Committee meeting re By-Laws, term sheet, Stay, FA (5.0).	5.00	6,750.00
9/24/2019	Ringer, Rachael L.	Prepare for and attend client meetings/follow-up (4.5).	4.50	4,365.00
9/24/2019	Blabey, David E.	Client meeting at KL (3.5).	3.50	3,430.00
9/24/2019	Gange, Caroline	Prepare for and attend AHC meeting (6.7).	6.70	5,259.50
9/25/2019	Blabey, David E.	Call with AHC group and follow up discs with R. Ringer and K. Eckstein (2); emails and calls with R. Ringer, Brown Rudnick, and DPW re depos (1.1); email to clients re same (.3).	3.40	3,332.00
9/25/2019	Gange, Caroline	Call w/ professionals re discussions w/ UST (.8); call w/ AHC (1.8).	2.60	2,041.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/25/2019	Braun, David	Participate in weekly call w/ AHC re term sheet, stay and open items (1.8).	1.80	1,521.00
9/27/2019	Ringer, Rachael L.	Prepare and send update to Committee re: term sheet, by-laws (0.4), professionals call re: same (1.7).	2.10	2,037.00
9/27/2019	Gange, Caroline	Calls w/ AHC professionals re: prep for AHC calls and open issues (1.7).	1.70	1,334.50
9/27/2019	Braun, David	Participate on AHC counsel call re open issues, next steps (1.0); participate in AHC professionals' call re open issues in term sheet, discs. w/ R. Ringer and C. Gange re same (1.6).	2.60	2,197.00
9/27/2019	Gange, Caroline	Review and summarize docket filings for AHC members (2.8).	2.80	2,198.00
10/4/2019	Braun, David	Participate in AHC call re TS issues (2.1).	2.10	1,774.50
10/4/2019	Gange, Caroline	Call w/ AHC re term sheet and first day motions (2.1).	2.10	1,648.50
10/6/2019	Ringer, Rachael L.	Further calls with AHC re: term sheet (2.5).	2.50	2,500.00
10/6/2019	Eckstein, Kenneth H.	Call w/ AHC re: issues with term sheet [2x] (2.4); evening call w/ AHC re term sheet (2.5).	4.90	6,615.00
10/6/2019	Blabey, David E.	Telephonically attend AHC client call (2.4); AHC client call re term sheet and pleadings (1.2).	3.60	3,528.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/6/2019	Braun, David	Participate in call w/ AHC clients and counsel re first day motions and term sheet open issues (2) ; follow-up call w/ AHC clients and counsel re term sheet open issues and next steps (1).	3.00	2,535.00
10/7/2019	Eckstein, Kenneth H.	AHC conference call re issues with term sheet (1.0).	1.00	1,350.00
10/7/2019	Ringer, Rachael L.	Numerous calls with AHC re: term sheet (1.0), prepare for in-person meeting with AHC re agenda and committee statement (.2).	1.20	1,200.00
10/7/2019	Blabey, David E.	AHC committee call re term sheet and pleadings (1.0).	1.00	980.00
10/7/2019	Braun, David	Participate in conf. call w/ AHC advisors and clients re term sheet (1.4); follow-up call w/ AHC advisors and clients re term sheet (1.2); communications re prep for in-person AHC mtg (.2).	2.80	2,366.00
10/7/2019	Gange, Caroline	Multiple calls w/ AHC re term sheet (3.1).	3.10	2,433.50
10/8/2019	Eckstein, Kenneth H.	In person Ad Hoc Committee meeting at KL with R. Ringer and D. Blabey regarding agenda, Committee Statement, 2019, By-Laws (6.3).	6.30	8,505.00
10/8/2019	Ringer, Rachael L.	Prepare for and attend AHC meeting regarding agenda, 2019 statement, and by-laws (6.3).	6.30	6,300.00
10/8/2019	Blabey, David E.	Attend part of in-person AHC meeting with R. Ringer and K. Eckstein regarding 2019 statement and by-laws (3.5).	3.50	3,430.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/8/2019	Braun, David	Prep for and attend telephonically AHC client meeting regarding agenda, 2019 statement, and by-laws (4.5).	4.50	3,802.50
10/8/2019	Gange, Caroline	Prepare for and telephonically attend AHC meeting (4.9).	4.90	3,846.50
10/8/2019	Beck, Samuel	Prepare and organize materials for in person AHC meeting (.7).	0.70	273.00
10/8/2019	Minerva, Benjamin	Prepare documents for in person AHC meeting (1.4).	1.40	560.00
10/9/2019	Ringer, Rachael L.	Review tribe Committee motion to summarize for AHC (.4).	0.40	400.00
10/10/2019	Ringer, Rachael L.	Follow-up with AHC professionals and members re: hearing (.5).	0.50	500.00
10/10/2019	Eckstein, Kenneth H.	Correspond w/ clients re hearing and follow-up (0.5), calls with AHC professionals and members re same (0.9).	1.40	1,890.00
10/10/2019	Gange, Caroline	Draft summary email of hearing (.8).	0.80	628.00
10/10/2019	Braun, David	Draft portion of hearing summary for client update (.4); review and revise draft client update re hearing (.5).	0.90	760.50
10/11/2019	Braun, David	Draft portion of hearing summary for clients (1).	1.00	845.00
10/11/2019	Braun, David	Research re ad hoc committee issues (.9).	0.90	760.50
10/15/2019	Eckstein, Kenneth H.	Coordinate agenda for AHC call w/ R. Ringer (.6).	0.60	810.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/15/2019	Braun, David	Prep for and participate in call w/ AHC members re open NDA issues (.6).	0.60	507.00
10/16/2019	Eckstein, Kenneth H.	Follow-up w/ D. Molton regarding case issues (0.7); follow-up call w/ S. Gilbert to review agenda for AHC, Settlement issue (0.8); meet w/ A. Troop re same case issues (1.0); call with R. Ringer re agenda, NDA, meeting, all items (1.3).	3.80	5,130.00
10/16/2019	Eckstein, Kenneth H.	AHC conf call regarding hearings and NDA (1.3).	1.30	1,755.00
10/16/2019	Ringer, Rachael L.	Prepare for and attend call with UCC re: case issues/next steps, finalize agenda for AHC call (1.4).	1.40	1,400.00
10/16/2019	Ringer, Rachael L.	Prepare for (1.0) and attend AHC meeting (1.3).	2.30	2,300.00
10/16/2019	Braun, David	Participate in conf. call w/ R. Ringer, K. Eckstein, C. Grange and A. Preis re various case issues (1).	1.00	845.00
10/16/2019	Braun, David	Participate in weekly update conf. call w/ AHC (1.1).	1.10	929.50
10/17/2019	Ringer, Rachael L.	Draft AHC update, emails re: NDA, further revise NDA (1.3).	1.30	1,300.00
10/18/2019	Eckstein, Kenneth H.	Correspond w/ AHC members re UCC meeting (0.4).	0.40	540.00
10/18/2019	Eckstein, Kenneth H.	Work on agenda for mtg with UCC, calls re same (0.5).	0.50	675.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/19/2019	Ringer, Rachael L.	Emails with AHC members re: coordinating calls (.3).	0.30	300.00
10/20/2019	Ringer, Rachael L.	Call with AHC working group re: prep for UCC call (1), call with AHC members re: UCC fee letter call (.7), draft AHC professionals update (.5), emails with AHC pros re: update (.3).	2.50	2,500.00
10/20/2019	Eckstein, Kenneth H.	Conference call w/ Sub-Committee re UCC and Sackler meeting (1.5).	1.50	2,025.00
10/21/2019	Ringer, Rachael L.	Draft update email to AHC re: case issues (.3).	0.30	300.00
10/23/2019	Ringer, Rachael L.	Prep calls re: UCC meeting (.4), draft agenda for same (.4), finalize UCC agenda and continue preparing for UCC meeting (1.6).	2.40	2,400.00
10/23/2019	Eckstein, Kenneth H.	Correspond w/ Arik P. re meeting agenda (0.4); call w/ States re UCC meeting prep, agenda (1.0); call w/ S. Gilbert, D. Molin regarding UCC meeting (0.8); c/w R. Ringer, revise agenda (1.0); prep for meeting w/ UCC (1.2).	4.40	5,940.00
10/23/2019	Blabey, David E.	Call with AHC professionals to prep for meeting with UCC (1.1).	1.10	1,078.00
10/24/2019	Ringer, Rachael L.	Prepare for and attend meeting with Creditors' Committee and AHC re: open items, next steps (4.5).	4.50	4,500.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/24/2019	Ringer, Rachael L.	Follow-up meeting with AHC and other AGs re: meeting with UCC (1).	1.00	1,000.00
10/24/2019	Eckstein, Kenneth H.	Meet w/ UCC at KL regarding various open issues in case (4.5); follow-up meeting regarding UCC meeting w/ clients (1.5).	6.00	8,100.00
10/24/2019	Blabey, David E.	Attend part of AHC/UCC meeting telephonically (3.1).	3.10	3,038.00
10/24/2019	Braun, David	Telephonically attend portion of AHC meeting with UCC (2.5).	2.50	2,112.50
10/24/2019	Gange, Caroline	Telephonically attend meeting w/ UCC and non-consenting states (5.3).	5.30	4,160.50
10/25/2019	Eckstein, Kenneth H.	Correspond w/ AHC members regarding, UCC, S&P (0.2).	0.20	270.00
10/25/2019	Ringer, Rachael L.	Prepare for AHC call re protective order(.2), lead AHC call re protective order and other agenda items (1.1),	1.30	1,300.00
10/26/2019	Ringer, Rachael L.	Draft AHC update email (.8), emails with AHC professionals re: AHC update (.3).	1.10	1,100.00
10/28/2019	Eckstein, Kenneth H.	Call w/ certain AHC members regarding next steps on RSA (.3).	0.30	405.00
10/28/2019	Ringer, Rachael L.	Attend/lead AHC call re case updates and next steps on near term issues (.6), numerous emails with AHC professionals re: same (.2).	0.80	800.00





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/30/2019	Eckstein, Kenneth H.	Call with R. Ringer re AHC call, issues, and agenda for conf call (0.8); prepare for and participate in AHC conf call (.9).	1.70	2,295.00
10/30/2019	Ringer, Rachael L.	Prepare for and attend AHC meeting re case updates and next steps on near term issues(.9), calls with K. Eckstein re: AHC meeting (.2).	1.10	1,100.00
10/30/2019	Blabey, David E.	Prepare for and participate in AHC weekly update call.	0.90	882.00
10/30/2019	Braun, David	Participate in weekly ad hoc committee call (.6).	0.60	507.00
10/30/2019	Kontorovich, Ilya	Formulate questions for client meeting (.5).	0.50	422.50
10/30/2019	Gange, Caroline	Telephonically attend AHC weekly call (.6); prepare summary of AHC call (.5).	1.10	863.50
10/31/2019	Gange, Caroline	Review docket and prepare AHC update email (.2).	0.20	157.00
<b>TOTAL</b>			<b>259.40</b>	<b>\$262,844.00</b>



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**Non-Working Travel**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	6.30	\$8,505.00
Ringer, Rachael L.	Partner	6.30	6,258.00
<b>TOTAL FEES</b>		<b>12.60</b>	<b>\$14,763.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/17/2019	Ringer, Rachael L.	Travel to/from hearing (1.4).	1.40	\$1,358.00
9/17/2019	Eckstein, Kenneth H.	Travel to/from White Plains (1.4).	1.40	1,890.00
10/10/2019	Ringer, Rachael L.	Travel to and from second day hearing in White Plains (2.5).	2.50	2,500.00
10/10/2019	Eckstein, Kenneth H.	Travel to and from second day hearing (2.5).	2.50	3,375.00
10/11/2019	Eckstein, Kenneth H.	Travel to and from White Plains (2.4).	2.40	3,240.00
10/11/2019	Ringer, Rachael L.	Travel to and from White Plains (2.4).	2.40	2,400.00
<b>TOTAL</b>			<b>12.60</b>	<b>\$14,763.00</b>



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**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	11.70	\$12,870.00
Eckstein, Kenneth H.	Partner	66.10	89,235.00
Greenberg, Mayer	Partner	1.10	1,320.00
Ringer, Rachael L.	Partner	56.20	55,777.00
Rosenbaum, Jordan M.	Partner	6.80	7,310.00
Blabey, David E.	Counsel	5.00	4,900.00
Stoopack, Helayne O.	Counsel	2.50	2,487.50
Braun, David	Associate	23.90	20,195.50
Celt, Justin	Associate	11.60	8,352.00
Cubell, Michael B.	Associate	8.80	8,536.00
Gange, Caroline	Associate	24.10	18,918.50
Khvatskaya, Mariya	Associate	0.60	507.00
Kontorovich, Ilya	Associate	5.60	4,732.00
<b>TOTAL FEES</b>		<b>224.00</b>	<b>\$235,140.50</b>



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**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/18/2019	Rosenbaum, Jordan M.	Team meeting w/ K. Eckstein, R. Ringer and J. Bessonette re: corporate issues with plan/settlement (0.7); Review of term sheet (0.8).	1.50	\$1,612.50
9/18/2019	Bessonette, John	Initial meeting to review matter with K. Eckstein, R. Ringer, B. Herzog and J. Rosenbaum (0.7); initial review of term sheet; calls and emails (0.8).	1.50	1,650.00
9/18/2019	Eckstein, Kenneth H.	O/c re corporate transaction issues (1.0); FA interviews (2.5); follow up meeting w/ R. Ringer J. Roesenbaum and J. Bessonette (0.7).	4.20	5,670.00
9/18/2019	Celt, Justin	Review term sheet in connection with Purdue Pharma matter.	0.50	360.00
9/18/2019	Braun, David	Prepare draft diligence request list, review draft term sheet in connection with same (1.5).	1.50	1,267.50
9/19/2019	Rosenbaum, Jordan M.	Call with co-counsel re term sheet (0.7). Review of term sheet (2.2).	2.90	3,117.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/19/2019	Bessonette, John	Conf w/ J. Rosenbaum and J. Celt to review corporate aspects of term sheet and questions and issues to be confirmed (2.9); attend portions of conf call with KL (1.0), call with AHC co-counsel to review TS and related issues (0.8); continue review of term sheet and court documents and review and revise general TS and RSA corporate issues list prepared by J. Celt (1.1).	5.80	6,380.00
9/19/2019	Celt, Justin	Extended discussion with Jordan Rosenbaum and John Bessonette regarding draft term sheet (2.9). Prepare KL corporate issues list (1.6).	4.50	3,240.00
9/20/2019	Bessonette, John	Review draft TS issues list (0.3); confs/emails J. Rosenbaum and J. Celt (0.2); comments to TS issues to J. Celt/ R. Ringer (0.7).	1.20	1,320.00
9/20/2019	Ringer, Rachael L.	Emails with DPW re: FTI (0.1), review/revise letter to Sackler/Debtors re TS (0.4); call with K. Eckstein re: TS (0.5).	1.00	970.00
9/20/2019	Eckstein, Kenneth H.	Call w/ S. Gilbert re TS issues (0.4); call w/ M. Huebner re same (0.3).	0.70	945.00
9/20/2019	Eckstein, Kenneth H.	Call w/ R. Ringer re TS issues (0.5).	0.50	675.00
9/20/2019	Celt, Justin	Review term sheet markup prepared by KL Bankruptcy (0.6). Discuss with John Bessonette and revert corporate comments to KL Bankruptcy (0.5).	1.10	792.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/20/2019	Braun, David	Review ad hoc committee counsel emails (0.3) and draft letter to Debtors requesting turn of term sheet (0.5).	0.80	676.00
9/20/2019	Gange, Caroline	Draft/revise letter to Sacklers' & Debtors' counsel re term sheet comments and discuss same w/ R. Ringer (3.9); call w/ FTI re same (1).	4.90	3,846.50
9/23/2019	Eckstein, Kenneth H.	Review term sheet (0.5); o/c re multiple issues re term sheet with KL team and professionals (0.3).	0.80	1,080.00
9/25/2019	Ringer, Rachael L.	Numerous emails/coordination w/ AHC pros re: TS, (1.8), revise term sheet (1.1), further revise term sheet (1.5), prepare for calls with K. Eckstein, professionals, committee re same (1.8).	6.20	6,014.00
9/25/2019	Eckstein, Kenneth H.	Revise term sheet (1.1), o/c re all case issues/TS (1.8); call w/ M. Huebner re TS; call w/ S. Gilbert (.4).	3.30	4,455.00
9/26/2019	Greenberg, Mayer	Discussions with Rosenbaum re transaction structure and potential tax items; consider same.	0.50	600.00
9/26/2019	Eckstein, Kenneth H.	Meet w/ M. Huebner at DPW w/ S. Gilbert re TS (1.3); follow-up call w/ M. Cyganowski re: same (0.7); call w/ S. Pohl re: same (0.5); o/c R. Ringer re: same (1.1); revise term sheet (1.9).	5.50	7,425.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
9/26/2019	Ringer, Rachael L.	Numerous revisions to term sheet (0.5), emails with AHC members re: same (0.2), further revisions to same from BR (0.2), further edits re: term sheet (1.0), further edits re: TS (.5).	2.40	2,328.00
9/26/2019	Celt, Justin	Correspondence with KL tax team re structure.	0.50	360.00
9/26/2019	Braun, David	Review draft settlement term sheet mark-up (1.3).	1.30	1,098.50
9/27/2019	Eckstein, Kenneth H.	Numerous revisions on term sheet (3.9); conf calls w/ co-counsel, FTI, Gilbert to review term sheet (1.6).	5.50	7,425.00
9/27/2019	Ringer, Rachael L.	Follow-up emails w/ AHC professionals re: term sheet (0.4).	0.40	388.00
9/28/2019	Ringer, Rachael L.	Emails with AHC re: term sheet (0.8).	0.80	776.00
9/29/2019	Ringer, Rachael L.	Numerous calls w/ AHC professionals and KL team re: term sheet issues (1.5), revise term sheet, (1.1), finalize TS, call with SDG re: same (.7).	3.30	3,201.00
10/1/2019	Stoopack, Helayne O.	Review and consideration of Term Sheet (1.3), consideration of related tax issues (1.2).	2.50	2,487.50
10/1/2019	Celt, Justin	Review corporate issues list and transaction documents, including informational brief.	4.00	2,880.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/2/2019	Eckstein, Kenneth H.	Conf call w/ co-counsel re term sheet (1.0); call w/ Arik Pries and Provence re same(0.8); call w/ M. Huebner re term sheet (0.6); correspond w/ P. Singer re TS (0.5); correspond w/ S. Gilbert re governance (0.4); call w/ S. Gilbert re TS issues (0.8); call w/ co-counsel re TS, and related issues (1.0).	5.10	6,885.00
10/2/2019	Ringer, Rachael L.	Review TS (0.1).	0.10	100.00
10/2/2019	Blabey, David E.	Review emails re term sheet revisions (.4).	0.40	392.00
10/2/2019	Braun, David	Review revised term sheet mark-up from DPW and R. Ringer emails re same (.7).	0.70	591.50
10/3/2019	Eckstein, Kenneth H.	Term sheet conf call w/ company and shareholders (2.5); conf call w/ co-counsel re TS issues (1.4); revise term sheet (2.0).	5.90	7,965.00
10/3/2019	Ringer, Rachael L.	Calls w/ AHC and DPW re: term sheet (x3) (2.5), further calls with AHC professionals re: same (1.4), further revisions to term sheet (2.0), emails w/ AHC re: same (0.6).	6.50	6,500.00
10/3/2019	Blabey, David E.	Emails and discs with R. Ringer re term sheet and UCC proposal (.3).	0.30	294.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/3/2019	Braun, David	Participate in call among AHC counsel and DPW re term sheet (2.5); attend portion of follow-up call among AHC counsel re same (1.0); discs. w/ R. Ringer and C. Gange re same (.2); review email updates re term sheet (.4).	4.10	3,464.50
10/3/2019	Gange, Caroline	Call w/ Debtors' counsel re term sheet (2.7); follow up call w/ professionals re same (2).	4.70	3,689.50
10/4/2019	Ringer, Rachael L.	Call w/ AHC re: term sheet (2.1), further calls with DPW and shareholders re: same (2.9), follow-up calls w/ AHC members re: term sheet (2.9), revise documents re: same (1.3), calls with Debtors counsel re TS (1.0).	10.20	10,200.00
10/4/2019	Eckstein, Kenneth H.	Review/revise term sheet (3.8); multiple call w/ company, shareholders, States, AHC, co-counsel re Term Sheet (4.3), follow-up AHC call re: term sheet (2.9), numerous emails with AHC, Debtors, Sacklers re: revisions (3.0).	14.00	18,900.00
10/4/2019	Blabey, David E.	Call with AHC professionals re term sheet and next steps (.8); AHC call re term sheet (2.1).	2.90	2,842.00
10/4/2019	Braun, David	Participate in conf. call w/ advisors for AHC, Debtors and Sackler Families re term sheet (2.7); attend portion of follow-up call w/ AHC advisors only (.6).	3.30	2,788.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/4/2019	Gange, Caroline	Call w/ Debtors counsel re term sheet (2.7); attend portion of call w/ AHC profs re same (.8) and related follow up (1.2).	4.70	3,689.50
10/5/2019	Ringer, Rachael L.	Review 2019 (.3), emails with AHC professionals re: same (.2); review term sheet (.5), further emails with AHC professionals re: same (.2), calls with AHC professionals re: same (.3).	1.50	1,500.00
10/5/2019	Eckstein, Kenneth H.	Review and revise term sheet revisions (3) correspond w/ AHC profs re same (.2); call w/ M. Huebner re term sheet (0.7); call w/ AHC profs re same (1.1).	5.00	6,750.00
10/5/2019	Blabey, David E.	Discs w/ AHC profs re term sheet (1.1), review multiple emails re same (.3).	1.40	1,372.00
10/5/2019	Braun, David	Review revised draft term sheet, emails among AHC counsel re same (.4).	0.40	338.00
10/6/2019	Ringer, Rachael L.	Numerous calls with company, shareholders, and AHC re: term sheet (4.5), numerous revisions to documents re: same (1.1), review revised version of term sheet re: same (1.5), call w/ co-counsel re: term sheet issues (1.5), call w/ Akin re: case issues (1.0).	9.60	9,600.00
10/6/2019	Eckstein, Kenneth H.	Participate in full day of conference calls w/ company and shareholders regarding term sheet [2x] (4.6); co-counsel call re issues with term sheet (1.5); call w/ Akin and Committee advisors re case issues (1.0).	7.10	9,585.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/6/2019	Gange, Caroline	Calls w AHC and professionals re term sheet issues and related case issues.	4.40	3,454.00
10/6/2019	Braun, David	Review revised term sheet draft and emails among AHC advisors re same (1.1).	1.10	929.50
10/7/2019	Eckstein, Kenneth H.	Participate in calls w/ G. Uzzi, J. Rosen, M. Huebner, S. Gilbert, MC re term sheet (1.4); extensive discussions w/ clients, co-counsel, counsel for company and shareholders re term sheet issues (3.2); finalize term sheet (3.9).	8.50	11,475.00
10/7/2019	Ringer, Rachael L.	Finalize term sheet (3.9), calls with Debtors' professionals re: same (3.2), draft AHC emails re: term sheet (.3), call with M. Huebner re: term sheet (.6), emails with AHC re: timing for filing term sheet (.3).	8.30	8,300.00
10/7/2019	Braun, David	Review emails re open issues on term sheet and review revised versions of term sheet in connection with same (.8).	0.80	676.00
10/10/2019	Khvatskaya, Mariya	Review the term sheet and the summary of outstanding issues.	0.40	338.00
10/10/2019	Braun, David	Review letters filed on the docket re settlement term sheet (.3).	0.30	253.50
10/14/2019	Ringer, Rachael L.	Numerous emails/calls with KL team and AHC professionals re: next steps for settlement (1.3).	1.30	1,300.00
10/16/2019	Ringer, Rachael L.	Call with DPW re: term sheet next steps (.6).	0.60	600.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/16/2019	Gange, Caroline	Review term sheet and prepare list of definitive documents (1.6).	1.60	1,256.00
10/17/2019	Braun, David	Research re RSA assumption standard (1.9), emails w/ C. Gange re same (.2); review draft assumption motion (.4); review and revise draft UST letter, email C. Gange re same (.2).	2.70	2,281.50
10/21/2019	Ringer, Rachael L.	Review Akin (.8).	0.80	800.00
10/21/2019	Braun, David	Review UCC and emails re same (.3).	0.30	253.50
10/22/2019	Braun, David	Continued review and comparison of provisions in AHC Term Sheet and UCC Stipulation (3.2), draft issues list/chart regarding AHC term sheet and UCC stipulation (1) and email KL Team re same (.2).	4.40	3,718.00
10/24/2019	Greenberg, Mayer	Review materials relating to proposed term sheet (.5); discussion with M. Khvatskaya regarding term sheet (.1).	0.60	720.00
10/24/2019	Braun, David	Review and revise draft AHC Term Sheet / UCC Stip comparison chart (.7), email R. Ringer and K. Eckstein re same (.2).	0.90	760.50
10/28/2019	Ringer, Rachael L.	Discussion with K. Eckstein re: open issues with RSA issues and 11/8 agenda (.3), further revise UST letter (1.2).	1.50	1,500.00
10/28/2019	Gange, Caroline	Revise UST letter (1.1).	1.10	863.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/30/2019	Rosenbaum, Jordan M.	Review term sheet (.1) Attend meeting with J. Bessonette and M. Cubell regarding term sheet (1.7).	1.80	1,935.00
10/30/2019	Bessonette, John	Review of revised/filed term sheet (0.5); Meeting with M. Cubell, J. Rosenbaum regarding term sheet (1.7).	2.20	2,420.00
10/30/2019	Ringer, Rachael L.	Prepare for and attend internal meeting re: corporate questions on term sheet (1.7).	1.70	1,700.00
10/30/2019	Celt, Justin	Review updated term sheet.	1.00	720.00
10/30/2019	Cubell, Michael B.	Meeting with Jordan Rosenbaum and John Bessonette to discuss term sheet, question list and transaction documentation outline (1.7). Review term sheet and related materials (1.5).	3.20	3,104.00
10/30/2019	Braun, David	Prep for and participate in meeting with C. Gange re definitive docs (1.3).	1.30	1,098.50
10/30/2019	Kontorovich, Ilya	Review term sheet (1.1).	1.10	929.50
10/31/2019	Rosenbaum, Jordan M.	Review of term sheet.	0.60	645.00
10/31/2019	Bessonette, John	Conference with and email M. Cubell re term sheet, IACs and related key issues.	1.00	1,100.00
10/31/2019	Khvatskaya, Mariya	Review the filing of the term sheet.	0.20	169.00
10/31/2019	Cubell, Michael B.	Draft preliminary list of questions / issues for outline of the necessary post-emergence transaction and governance documents.	5.60	5,432.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
10/31/2019	Kontorovich, Ilya	Note and clarify term sheet comments and questions (.5), meet with corporate team to discuss same (4).	4.50	3,802.50
10/31/2019	Gange, Caroline	Review RSA precedent (2.7).	2.70	2,119.50
<b>TOTAL</b>			<b>224.00</b>	<b>\$235,140.50</b>

**Kramer Levin**



January 30, 2020

Ad Hoc Committee of Governmental and Other  
Contingent Litigation Claimants

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**FOR PROFESSIONAL SERVICES rendered through November 30, 2019.**

Fees	\$692,123.50
Less 50% Discount on Non-Working Travel	(3,351.25)
Fee Subtotal	688,772.25
Disbursements and Other Charges	4,206.77
<b>TOTAL BALANCE DUE</b>	<b>\$692,979.02</b>

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas, New York, NY 10036  
T 212.715.9100 F 212.715.8000



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**MATTER SUMMARY**

**For professional services rendered through November 30, 2019 in connection with the following matters:**

<b>Matter</b>	<b>Matter Name</b>	<b>Fees</b>	<b>Disbs</b>	<b>Total</b>
072952-00001	Asset Analysis and Recovery	\$177,469.00	\$4,206.77	<b>\$181,675.77</b>
072952-00002	Assumption and Rejection of Leases and Contracts	301,406.00	0.00	<b>301,406.00</b>
072952-00003	Business Operations	14,332.50	0.00	<b>14,332.50</b>
072952-00004	Case Administration	53,099.50	0.00	<b>53,099.50</b>
072952-00005	Claims Analysis	8,867.00	0.00	<b>8,867.00</b>
072952-00006	Employment and Fee Applications	15,265.50	0.00	<b>15,265.50</b>
072952-00007	Emergency Financing	6,406.50	0.00	<b>6,406.50</b>
072952-00008	Litigation	22,487.00	0.00	<b>22,487.00</b>
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	58,980.00	0.00	<b>58,980.00</b>
072952-00010	Non-Working Travel	6,702.50	0.00	<b>6,702.50</b>
072952-00011	Plan and Disclosure Statement	27,108.00	0.00	<b>27,108.00</b>
<b>Subtotal</b>		<b>692,123.50</b>	<b>4,206.77</b>	<b>696,330.27</b>
Less 50% Discount on Non-Working Travel				<b>(3,351.25)</b>
<b>TOTAL CURRENT INVOICE</b>				<b>\$692,979.02</b>





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**Asset Analysis and Recovery**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	10.60	\$11,660.00
Eckstein, Kenneth H.	Partner	23.80	32,130.00
Greenberg, Mayer	Partner	5.30	6,360.00
Ringer, Rachael L.	Partner	29.20	29,200.00
Rosenbaum, Jordan M.	Partner	12.70	13,652.50
Blabey, David E.	Counsel	0.40	392.00
Stoopack, Helayne O.	Counsel	10.80	10,746.00
Braun, David	Associate	2.40	2,028.00
Celt, Justin	Associate	2.50	1,800.00
Cubell, Michael B.	Associate	24.00	23,280.00
Gange, Caroline	Associate	22.80	17,898.00
Khvatskaya, Mariya	Associate	10.40	8,788.00
Kontorovich, Ilya	Associate	21.10	17,829.50
Blain, Hunter	Law Clerk	3.10	1,705.00
<b>TOTAL FEES</b>		<b>179.10</b>	<b>\$177,469.00</b>

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares	\$1,362.35
Courier Services	125.70



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**Asset Analysis and Recovery**

DESCRIPTION	AMOUNT
Meals/In-House	300.00
Meals/T & E	20.00
Meetings	1,532.08
CourtCall	221.00
Pacer Online Research	108.20
Telecommunication Services	16.94
Transcript Fees	421.20
Westlaw Online Research	99.30
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$4,206.77</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Eckstein, Kenneth H.	Call w/ R. Ringer re open diligence issues (0.3); review agenda for Sackler meeting (0.2), correspond w/ AHC professionals re same (0.4); review prior pleadings and correspondence re open case/diligence issues (0.8).	1.70	\$2,295.00
11/1/2019	Bessonette, John	Review/revisions to key Sackler agenda items and send to R. Ringer (.5).	0.50	550.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Emails with AHC professionals re: Sackler meeting agenda (.1), calls with AHC professionals re: next steps on diligence (.3), emails with FTI re: same (.1), call with K. Eckstein re: next steps with Sacklers/diligence (.3), emails with AHC professionals re: Sackler agenda (.1), call with AHC professionals re: same (.2).	1.10	1,100.00
11/1/2019	Greenberg, Mayer	Analyze Purdue org diagram as relates to tax structure.	0.40	480.00
11/1/2019	Ringer, Rachael L.	Review/revise stipulation with non-consenting states and others (.4).	0.40	400.00
11/1/2019	Braun, David	TC w/ I. Kontorovich re IAC diligence (.1).	0.10	84.50
11/1/2019	Khvatskaya, Mariya	Summarize issues re: sale of IACs and tax structure.	1.00	845.00
11/1/2019	Celt, Justin	Prep for meeting with KL corporate team regarding diligence next steps (.7), attend same meeting (.8).	1.50	1,080.00
11/1/2019	Kontorovich, Ilya	Review term sheet (2.8), draft questions re same (1.7), discuss same and next steps with KL corporate team (0.8).	5.30	4,478.50
11/1/2019	Gange, Caroline	Calls and emails w/ AHC professionals re Sackler meeting, diligence, next steps (0.3), emails with AHC re same (0.1).	0.40	314.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Cubell, Michael B.	Review documents re: IACs (1.4); summarize review of same (1.6); prep for (.4) and attend meeting with KL corporate team to discuss preliminary issues / questions list (.8).	4.20	4,074.00
11/1/2019	Gange, Caroline	Review non-consenting states stipulation (.9).	0.90	706.50
11/4/2019	Eckstein, Kenneth H.	Review agenda for Sackler meeting (0.9); review correspondence re UCC, stip, and PO (0.7); call w/ R. Ringer, D. Molton, S. Gilbert re same (0.8).	2.40	3,240.00
11/4/2019	Greenberg, Mayer	Discussions with M. Khvatskaya re: structure diagrams and tax issues.	0.20	240.00
11/4/2019	Stoopack, Helayne O.	Disc. w/ M. Khvatskaya re tax issues of settlement structure (0.2), review emails re same (0.2), review file memo re same (0.7), review term sheet re same (0.5).	1.60	1,592.00
11/4/2019	Khvatskaya, Mariya	Discuss the updates in the case/tax issues with H. Stoopack and M. Greenberg.	0.60	507.00
11/4/2019	Gange, Caroline	Review data room docs re IAC diligence (1.2) and discuss w/ corporate KL team (.5).	1.70	1,334.50
11/4/2019	Celt, Justin	Review data room documents regarding IACs.	1.00	720.00
11/5/2019	Rosenbaum, Jordan M.	Preparation of questions for meeting with Sacklers (0.3), emails with KL corporate team re same (0.2).	0.50	537.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Call w/ S. Simms re diligence (0.7); review Sackler meeting agenda, finalize same and c/w R. Ringer re same (0.8); professional call re pending issues re diligence, Sackler meeting (0.8).	2.30	3,105.00
11/5/2019	Bessonette, John	Calls and emails with J. Rosenbaum, M. Cubell, I. Kontorovich and team re diligence materials and review of data room (1.0); calls and emails with J. Rosenbaum, M. Cubell, I. Kontorovich regarding IAC issues and other diligence questions in advance of Sackler meeting (.7).	1.70	1,870.00
11/5/2019	Ringer, Rachael L.	Emails with AHC professionals re: next steps on diligence, Sackler meeting (.6), prepare for (.4) and attend professionals' call re: same (.8), further emails with Sacklers/DPW re: agenda, further revise same (.9), discussion with K. Eckstein re: agenda for Sackler meeting (.5), further emails with DPW re: same (.3).	3.50	3,500.00
11/5/2019	Stoopack, Helayne O.	Disc w/ M. Greenberg re: tax issues, status.	0.30	298.50
11/5/2019	Kontorovich, Ilya	Data room review re IACs, index and due diligence tracker (1.4), calls/emails with KL corporate team re same (0.6).	2.00	1,690.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Cubell, Michael B.	Revise draft of Sackler Meeting Agenda Outline with respect to IAC diligence process and Sackler-Related Terms (2.2); calls/emails with KL corporate team re same (0.6).	2.80	2,716.00
11/6/2019	Rosenbaum, Jordan M.	Review of issues list re IACs/diligence (.3) and discuss same w/ M. Cubell (.2).	0.50	537.50
11/6/2019	Bessonette, John	Meet with I. Kontorovich re settlement structure (0.8); review term sheet, diligence, documents re settlement structure (1.5); KL team meeting on key questions, diligence and action items (0.4).	2.70	2,970.00
11/6/2019	Greenberg, Mayer	E-mail with FTI and AHC professionals re follow up to tax calls.	0.30	360.00
11/6/2019	Eckstein, Kenneth H.	Prep for AHC/Sackler meeting (0.4).	0.40	540.00
11/6/2019	Stoopack, Helayne O.	Review case filings regarding tax issues (1.0), review financial material re: same (1.6).	2.60	2,587.00
11/6/2019	Gange, Caroline	Coordinate tax issues/financial materials for 11/9 meeting with KL tax team (1.0).	1.00	785.00
11/6/2019	Cubell, Michael B.	Revise annotated Sackler Meeting Agenda based on feedback from J. Rosenbaum and J. Bessonette (2); discuss same with J. Rosenbaum (0.2).	2.20	2,134.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Kontorovich, Ilya	Due diligence review re settlement structure (0.7), discuss same with J. Bessonette (0.8).	1.50	1,267.50
11/7/2019	Rosenbaum, Jordan M.	Review of diligence issues list (0.9), review transaction structure and diligence (0.7).	1.60	1,720.00
11/7/2019	Eckstein, Kenneth H.	Call w/ G. Uzzi re Sackler meeting (0.8); call w/ M. Huebner re prep for meeting (0.5); call w/ FTI re Sackler meeting (0.3); call w/ R. Ringer re agenda and prep for Sackler meeting (0.8).	2.40	3,240.00
11/7/2019	Bessonette, John	Review and revisions to checklist build-out for Sackler meeting (1.2); conf/emails Rosenbaum and Cubell re same (.6).	1.80	1,980.00
11/7/2019	Ringer, Rachael L.	Call with K. Eckstein re: Sackler meeting agenda (.8); call with Milbank re: prep for Sackler meeting (.1).	0.90	900.00
11/7/2019	Greenberg, Mayer	E-mail and follow up discussion re general status and tax follow-up.	0.30	360.00
11/7/2019	Gange, Caroline	Prepare for Debtor/Sackler meeting and coordinate with KL corporate team (2.1).	2.10	1,648.50
11/7/2019	Khvatskaya, Mariya	Review settlement structure to address tax issues.	0.20	169.00
11/7/2019	Kontorovich, Ilya	Review of diligence materials re IACs (1.1), prepare data room index, questions (2.3).	3.40	2,873.00
11/8/2019	Rosenbaum, Jordan M.	Attend portion of AHC and Sackler meeting re term sheet and diligence.	3.00	3,225.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Eckstein, Kenneth H.	Prep for meeting with AHC members and Sacklers (0.8), attend pre-meeting with AHC members and professionals (1.4), attend meeting w/ Ad Hoc members, company, Sackler re term sheet (4.3).	6.50	8,775.00
11/8/2019	Bessonette, John	Telephonically attend portions of meeting with AHC members and Sacklers regarding term sheet implementation matters (0.8); follow up with J. Celf re same (0.2).	1.00	1,100.00
11/8/2019	Ringer, Rachael L.	Prepare for/finalize documents and issues for meeting with Sacklers (0.4), attend pre-meeting with AHC members and professionals (1.4), attend AHC members and Sacklers meeting (4.3), follow-up discussions with AHC members re: UST question/issues (0.8).	6.90	6,900.00
11/8/2019	Blain, Hunter	Telephonically attend portion of Debtor/Sackler meeting (3).	3.00	1,650.00
11/8/2019	Cubell, Michael B.	Telephonically attend portion of AHC member and Sackler Meeting regarding diligence and term sheet.	3.00	2,910.00
11/8/2019	Braun, David	Listen telephonically to portion of AHC mtg w/ Debtors and Sacklers (2.3).	2.30	1,943.50
11/8/2019	Kontorovich, Ilya	Discussions with J. Bessonette re: next steps on diligence and plan issues (3).	3.00	2,535.00





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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Gange, Caroline	Prepare for AHC member and Sackler meeting (0.2), telephonically attend Debtor/Sackler meeting (4.3).	4.50	3,532.50
11/8/2019	Gange, Caroline	Review mark-up of stip w/ non-consenting states and other parties re information sharing (0.2) and draft issues list re same (1.4).	1.60	1,256.00
11/10/2019	Ringer, Rachael L.	Draft information sharing protocol (.9), review precedent re: same (.3).	1.20	1,200.00
11/10/2019	Blabey, David E.	Review emails re FTI sharing protocol (0.2).	0.20	196.00
11/11/2019	Eckstein, Kenneth H.	Follow-up w/ AHC professionals re meeting w/ Sackler, diligence (0.7).	0.70	945.00
11/11/2019	Ringer, Rachael L.	Call with AHC professionals re: Sackler diligence follow-up (.7). Emails with AHC professionals re: information sharing protocol, revise same (.5), discussion with S. Gilbert re: same (.3), emails with AHC members responding to questions on same (.3), emails with non-consenting states re: same (.3).	2.10	2,100.00
11/12/2019	Ringer, Rachael L.	Call with K. Eckstein re: case updates (.2), call with Motley Rice re: AHC follow-up diligence letter to Sacklers (.6).	0.80	800.00
11/12/2019	Khvatskaya, Mariya	Review tax structure for IAC sales.	0.20	169.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Greenberg, Mayer	Review tax structure materials (1.5) and internal discussion w/ KL tax team in preparation for tax meeting (0.3).	1.80	2,160.00
11/14/2019	Ringer, Rachael L.	Review/revise stipulation w/ Debtors (.8), calls with AHC members re: stipulation (.7).	1.50	1,500.00
11/15/2019	Stoopack, Helayne O.	Conf. call w/ KL tax team re: tax issues follow-up.	1.70	1,691.50
11/15/2019	Khvatskaya, Mariya	Prepare for (.9) and attend meeting w/ KL tax team re: tax structure of the sale of IACs (1.7).	2.60	2,197.00
11/16/2019	Blabey, David E.	Review draft of Sackler diligence letter (.2).	0.20	196.00
11/18/2019	Eckstein, Kenneth H.	Call w/ Motley re diligence letter request for additional docs (0.7); call w/ L. Singer re same (0.4); call w/ S. Gilbert [2x] and call w/ D. Molton re same (0.6).	1.70	2,295.00
11/18/2019	Eckstein, Kenneth H.	Review and comment on AHC stipulation with Debtors/Sacklers, o/c re same (0.6).	0.60	810.00
11/18/2019	Ringer, Rachael L.	Call with non-consenting states re: info sharing, updates (.2), revise case stipulation (.5).	0.70	700.00
11/18/2019	Stoopack, Helayne O.	Review slides re: tax liabilities (0.7), discuss prior tax meeting with M. Khvatskaya (0.2).	0.90	895.50
11/18/2019	Khvatskaya, Mariya	Discuss 11/15 Akin Gump tax meeting and related handouts w. H. Stoopack.	0.20	169.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/19/2019	Khvatskaya, Mariya	Draft memo summarizing the 11/15 tax meeting at Akin Gump.	0.20	169.00
11/20/2019	Rosenbaum, Jordan M.	Review of transaction documents re IACs.	0.20	215.00
11/20/2019	Ringer, Rachael L.	Discussions with C. Gange re: Sackler diligence letter (.4), follow-up w/ L. Singer re: Sackler diligence letter (.5) follow-up with K. Eckstein re: Sackler diligence letter (0.2), review revised version of same (0.6), emails with L. Singer re: same (0.2).	1.90	1,900.00
11/20/2019	Greenberg, Mayer	Review handouts from Akin Gump tax meeting to consider for internal meeting.	0.80	960.00
11/20/2019	Stoopack, Helayne O.	Review tax analysis of sale transactions.	0.60	597.00
11/20/2019	Khvatskaya, Mariya	Continue drafting summary memo of the Akin Gump tax meeting.	0.50	422.50
11/20/2019	Gange, Caroline	Review/revise diligence letter to Sacklers and discussions w/ K. Eckstein and R. Ringer re same (2.6); review/revise diligence list (1.9).	4.50	3,532.50
11/21/2019	Rosenbaum, Jordan M.	Review of diligence documents (.6); review of FTI presentation re same (.8); prepare for upcoming meeting (.5).	1.90	2,042.50
11/21/2019	Eckstein, Kenneth H.	Call w/ co-counsel re Sackler diligence meeting and related pending matters (0.8).	0.80	1,080.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Ringer, Rachael L.	Review revised Sackler diligence letter, discussions with K. Eckstein and C. Gange re: same (.9). further discussions with K. Eckstein re: Sackler letter and discussions with C. Gange re: same (.4), revise same (.7), discussions with AHC representative re: diligence and numerous emails re: Sackler meetings (.7), finalize emails re: IAC issues (.3), finalize and send letter to Sacklers (1.0), call with K. Eckstein re: same (.3).	4.30	4,300.00
11/21/2019	Bessonette, John	Emails w/ KL team re diligence status and next steps (.3).	0.30	330.00
11/21/2019	Stoopack, Helayne O.	Emails w/ KL team. re: tax analysis.	1.20	1,194.00
11/21/2019	Blain, Hunter	Telephonically attended call with R. Ringer, K. Eckstein, C. Gange, and FTI regarding developments with IACs.	0.10	55.00
11/21/2019	Khvatskaya, Mariya	Draft a summary memo of the Akin Gump tax meeting (.7); organize a follow-up tax call (.1).	0.80	676.00
11/21/2019	Kontorovich, Ilya	Review diligence items (.2).	0.20	169.00
11/21/2019	Cubell, Michael B.	Review current data room index in Project Windsor data room (2.2); review Sackler follow-up letter and provide a mark-up (1.1); review Norton Rose IAC data room index (.4); review FTI deck re: diligence (.6).	4.30	4,171.00
11/21/2019	Gange, Caroline	Review/revise letter to Sacklers and attached diligence list (2).	2.00	1,570.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/22/2019	Rosenbaum, Jordan M.	Meeting with Debtors and Sacklers counsel re Sackler assets (3.5); review of diligence (.2); participate in portion of discussion with FTI, J. Bessonette and M. Cubell re same (.3).	4.00	4,300.00
11/22/2019	Eckstein, Kenneth H.	Meeting at Milbank re preliminary presentation by Sacklers on assets, trusts, etc. (3.5); c/w FTI re diligence issues (0.8).	4.30	5,805.00
11/22/2019	Ringer, Rachael L.	Prepare for and attend meeting with Milbank/Debevoise re: Sackler assets (3.5).	3.50	3,500.00
11/22/2019	Bessonette, John	Meeting with J. Rosenbaum and M. Cubell re Sackler diligence (.6); conference calls and emails w/ FTI and J. Rosenbaum re issues and transaction documents outline (1).	1.60	1,760.00
11/22/2019	Khvatskaya, Mariya	Revise memo summarizing the notes from the tax meeting on IACs at Akin Gump.	1.60	1,352.00
11/22/2019	Kontorovich, Ilya	Attend portions of presentation to AHC professionals group and others re: trust structure.	2.50	2,112.50
11/22/2019	Cubell, Michael B.	Telephonically attend Sackler asset meeting (3.5); follow up on meeting with FTI, J. Rosenbaum and J. Bessonette (1.0), prepare for same (0.3).	4.80	4,656.00
11/22/2019	Gange, Caroline	Review letter re Sackler diligence.	0.30	235.50
11/25/2019	Rosenbaum, Jordan M.	Meeting with FTI re diligence (1).	1.00	1,075.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/25/2019	Greenberg, Mayer	Review materials from Akin Gump tax meeting and M. Khvatskaya write-up of meeting (.8); call with FTI re tax materials and tax analysis (.3); follow up conversations with H. Stoopack and M. Khvatskaya (.4).	1.50	1,800.00
11/25/2019	Bessonette, John	Meeting with FTI re diligence (1).	1.00	1,100.00
11/25/2019	Ringer, Rachael L.	Revise information sharing agreement (.4).	0.40	400.00
11/25/2019	Stoopack, Helayne O.	Tc w/ Steve Joffe re tax diligence (.4), disc M. Khvatskaya, M. Greenberg, I. Kontorovich re: tax issues (1.5).	1.90	1,890.50
11/25/2019	Khvatskaya, Mariya	Review the current tax issues on sales of IACs (1.3); call with FTI to discuss the same; discuss the next steps (1.2).	2.50	2,112.50
11/25/2019	Gange, Caroline	Prepare information sharing protocol for UCC and Non-Consenting States.	1.20	942.00
11/25/2019	Cubell, Michael B.	Tax structuring call/meeting re: IACs (1.5), Prepare for discussions with KL corporate team and FTI re IAC diligence status and process forward (0.2), attend same meeting (1.0).	2.70	2,619.00
11/25/2019	Kontorovich, Ilya	Review due diligence request list (0.1), prep for KL corporate team meeting with FTI re diligence (0.6), attend same meeting (1.0), discussions with H. Stoopack, M. Khvatskaya, and M. Greenberg regarding tax issues (1.5).	3.20	2,704.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Review/revise information sharing protocol (0.7); review Debtors' markup of AHC stipulation and prepare summary for clients (1.9).	2.60	2,041.00
<b>TOTAL</b>			<b>179.10</b>	<b>\$177,469.00</b>



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**Assumption and Rejection of Leases and Contracts**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	31.40	\$36,895.00
Eckstein, Kenneth H.	Partner	61.60	83,160.00
Ringer, Rachael L.	Partner	51.40	51,400.00
Blabey, David E.	Counsel	65.20	63,896.00
Braun, David	Associate	0.60	507.00
Gange, Caroline	Associate	55.90	43,881.50
Khvatskaya, Mariya	Associate	1.10	929.50
Blain, Hunter	Law Clerk	36.40	20,020.00
Kane, Wendy	Paralegal	0.30	117.00
Minerva, Benjamin	Paralegal	1.50	600.00
<b>TOTAL FEES</b>		<b>305.40</b>	<b>\$301,406.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Emails with AHC professionals re: Akin questions (.4).	0.40	\$400.00
11/4/2019	Ringer, Rachael L.	Numerous emails with AHC professionals re: Akin requests for information (1.3).	1.30	1,300.00





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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/7/2019	Eckstein, Kenneth H.	Meet at Otterbourg w/ co-counsel re Reimbursement Motion (2.0); review Fee Motion with R. Ringer and D. Blabey (0.9), prep for hearing on same (1.6).	4.50	6,075.00
11/7/2019	Ringer, Rachael L.	Discussions with K. Eckstein and D. Blabey re: draft Fee Motion (.9).	0.90	900.00
11/7/2019	Ringer, Rachael L.	Review/respond to Akin questions re: 2019/AHC reimbursement agreement (.7).	0.70	700.00
11/7/2019	Blabey, David E.	Meet with R. Ringer and K. Eckstein to discuss reply to fee assumption motion (.5).	0.50	490.00
11/8/2019	Eckstein, Kenneth H.	Call w/ UST re fee motion (0.5); c/w M. Huebner re Fee Motion (0.4); o/c re same (0.3).	1.20	1,620.00
11/8/2019	Blabey, David E.	Emails with AHC professionals re fee assumption reply brief.	0.10	98.00
11/9/2019	Blabey, David E.	Call with H. Blain re research issues for fee motion.	0.20	196.00
11/9/2019	Blain, Hunter	Discussion with D. Blabey regarding research re fee motion and defenses.	0.20	110.00
11/10/2019	Blabey, David E.	Discs/updates with H. Blain re fee letter assumption (0.2).	0.20	196.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/11/2019	Eckstein, Kenneth H.	Calls with KL team/AHC professionals re reimbursement objections (0.7); call w/ M. Huebner re same (0.3); call w/ S. Gilbert (0.4) re same; call w/ M. Cyganowski re UST discussions re same (0.4).	1.80	2,430.00
11/11/2019	Ringer, Rachael L.	Call with DPW re fee motion and follow up discs with K. Eckstein and D. Blabey (.8); attend portions of calls with K. Eckstein and AHC professionals re: reimbursement motion (1.0), prepare emails to A. Preis responding to questions (.5), further call with B. Kaminetzky re: prep for response on reimbursement motion (.4), numerous revisions to Akin email (.4), research re: precedent/legal issues for statement in support (.9), call with M. Cyganowski re: developments on same (.5), revise declaration outline (.8), draft bulletpoints to address UST issues (.4).	5.70	5,700.00
11/11/2019	Blabey, David E.	Call with DPW re fee motion and follow up discs with K. Eckstein and R. Ringer (.8); draft reply/statement in support (4).	4.80	4,704.00
11/11/2019	Khvatskaya, Mariya	Review emails among AHC re: fee motion.	0.40	338.00
11/11/2019	Gange, Caroline	Research re response to Fee Motion (2.1) and prepare outline re same (2.8); review outline of AHC declaration in support of response to Fee Motion (0.3) and begin draft re same (1.4).	6.60	5,181.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/11/2019	Blain, Hunter	Research re: legal issues for reply to objections to reimbursement assumption motion (3.4).	3.40	1,870.00
11/12/2019	Eckstein, Kenneth H.	Call w/ co-counsel re Fee Motion (0.5); review and comment on objections to Fee Motion (1.2); conf call w/ UST re fee motion and issues (0.7); follow-up calls w/ D. Molton, M. Cyganowski, S. Gilbert re same (0.8); call w/ M. Huebner re fee motion issues, stipulation, pleading (1.4); revise outline of response (1.0).	5.60	7,560.00
11/12/2019	Ringer, Rachael L.	Attend call with UST re: fee motion (.7), review Fee Motion declaration outlines (1.5), review filed pleadings re: reimbursement agreement (1.4), draft email to AHC re: same (.7), numerous emails with AHC re: reimbursement information sharing (.9), call with DPW re: same and other case issues (1.2).	6.40	6,400.00
11/12/2019	Blabey, David E.	Draft and edit background (5) and legal argument (6.9) sections of reply brief re fee motion; call with AHC professionals re reply and fee letter (.9); review and comment on H. Blain memo re: research for same (.2), discussions with H. Blain regarding fee assumption (1.6).	14.60	14,308.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/12/2019	Blain, Hunter	Finalize memo for D. Blabey regarding reimbursement assumption (0.9), follow up discussions with D. Blabey re same (1.6), attend portion of call with AHC professionals and DPW regarding same (0.9), research regarding reimbursement of professionals' fees in comparable cases (0.4).	3.80	2,090.00
11/12/2019	Braun, David	Listen to portion of AHC professionals call re fee letter motion.	0.60	507.00
11/12/2019	Gange, Caroline	Review/outline objections to fee assumption motion (.9); call w/ AHC/Debtors re proposed order resolving the fee assumption motion (1.1); review relevant transcripts and research for statement in support of fee motion (4.5).	6.50	5,102.50
11/12/2019	Gange, Caroline	Review/revise outline for AHC Declaration (2.7).	2.70	2,119.50
11/13/2019	Bentley, Philip	Confs w/ K. Eckstein regarding fee assumption motion(0.3), discussions with K. Eckstein and D. Blabey re same (0.4), and conf call with DPW and AHC professionals re same (0.4), review fee assumption motion and objections (2.5); review and comment on AHC draft statement in support (1.5).	5.10	5,992.50
11/13/2019	Eckstein, Kenneth H.	Edit and revise Fee Motion Brief (4.7); call w/ Akin re same (0.3); call w/ DPW 2x re same (0.8); call w/ J. Uzzi re same (0.7).	6.50	8,775.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/13/2019	Ringer, Rachael L.	Emails/calls with DPW re next steps on fee motion (.6), call with AHC professionals re: next steps on declarations for Fee Motion (.5), follow-up call with DPW re: same (.7), revise supporting states joinder to Fee Motion, emails/discussion with C. Gange and K. Eckstein re: same (.6), revise portion of statement in support of Fee Motion (.7).	3.10	3,100.00
11/13/2019	Blabey, David E.	Draft reply brief to support fee assumption motion (8.1); call with DPW re for fee assumption motion (.4); disc strategy with R. Ringer and K. Eckstein (1); disc edits to reply with K. Eckstein (1.2) and R. Ringer (.4).	11.10	10,878.00
11/13/2019	Khvatskaya, Mariya	Review AHC update emails re: fee motion.	0.30	253.50
11/13/2019	Gange, Caroline	Draft/revise consenting states statement in support of fee letter (1.2); calls w/ AHC professionals re same (1.8); draft declaration in support of fee letter (4.2).	7.20	5,652.00
11/13/2019	Blain, Hunter	Research transcripts from other cases in connection with re Fee Motion (0.5), draft language regarding AHC members for Fee Motion response (2.4), revise citations for use in AHC reply to fee assumption objections (1.0).	3.90	2,145.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Eckstein, Kenneth H.	Extensive revisions to statement in support of Fee Motion (2.3); revise Declaration in support of Fee Motion (.5); c/w P. Bentley re same (0.3); call w/ AHC professionals re same (0.7); call w/ A. Preis re same (0.6); call w/ M. Huebner and S. Gilbert re same (0.5); follow-up review of Statement in Support and Declaration (2.5); call w/ DPW re Stip, and Fee Motion responses (0.7).	8.10	10,935.00
11/14/2019	Ringer, Rachael L.	Revise proposed order granting AHC fee assumption (.9), calls (x3) with K. Eckstein re: same (.4), review revised declaration in support of Fee Motion (1.4), call with DPW re: same (.3), revise statement in support of Fee Motion (.5), call with S. Gilbert re: declaration re same (.3).	3.80	3,800.00
11/14/2019	Bentley, Philip	Additional review and comment on draft statement in support of the fee motion (2.1), discussion with K. Eckstein re same (0.3), discussion with D. Blabey re same (0.7), attend call with S. Gilbert and other co-counsel re same (0.4) extensive edits to draft testimony (4.8), prepare emails to DPW and clients re same (0.4), discussion with K. Eckstein re same (0.2), call with DPW re same (0.3).	9.20	10,810.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Blabey, David E.	Edit reply brief to incorporate K. Eckstein comments (6.4); call with AHC professionals re same (.6); disc edits with K. Eckstein (.5) and review emails re edits and declaration (.3).	7.80	7,644.00
11/14/2019	Gange, Caroline	Revise Motion to exceed page limits (.9); edit AHC declaration in support of statement (3.9); calls w/ Debtors/AHC profs re fee assumption motion (2.2); review statement in support of Fee Letter (.6).	7.60	5,966.00
11/14/2019	Blain, Hunter	Draft motion to exceed page limit (1.5); research re same (0.2); meeting with C. Gange re same (0.1); revise motion to exceed page limit (0.6); cite check statement in support of fee assumption motion (1.9).	4.30	2,365.00
11/15/2019	Eckstein, Kenneth H.	Revise brief in support of Fee Motion (3.2); review Debtors' pleading re assuming fees (1.2); prep for hearing re fee motion (0.6); o/c with KL team re same (1.5).	6.50	8,775.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Ringer, Rachael L.	Numerous revisions to pleading re: AHC reimbursement agreement (2.0), follow-up discussions with K. Eckstein re: same (.7), further revise proposed order (.6), finalize draft for filing (2.1), finalize motion to exceed page limits (.6), discuss next steps re: oral argument with KL team (1.5), call with Akin re: reimbursement letter inquiries (.3), follow-up emails with KL team re: same (.3), review protective order, calls with DPW re: same (.7).	8.80	8,800.00
11/15/2019	Bentley, Philip	Review DPW's draft Reply to objections re fee assumption (0.4), review and comment on revised draft Statement in support of fee assumption (1.1), emails with KL team re Debtors' reply and AHC statement (0.3); review filed Reply and Statement re fee assumption (0.5).	2.30	2,702.50
11/15/2019	Blabey, David E.	Edit reply brief re fee assumption (4.8), discs with R. Ringer and K. Eckstein re same (0.3).	5.10	4,998.00
11/15/2019	Gange, Caroline	Review Statement in Support of Fee Letter and Motion to Exceed Page Limits (1.9); outline key objections in preparation for hearing on Fee Motion (2).	3.90	3,061.50





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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Blain, Hunter	Finalize and summarize proposed revisions for statement in support of assumption of fees (0.7); edit motion to exceed page limit (0.1); review cited materials in statement in support of fee assumption (0.5); review statement in support of fee assumption (0.9); Discussion with R. Ringer regarding same (0.2).	2.40	1,320.00
11/15/2019	Kane, Wendy	Research re statement in support of Fee Motion (.2); confer w/ H. Blain re same (.1).	0.30	117.00
11/16/2019	Bentley, Philip	Emails with R. Ringer and S. Pohl re O'Connell dep.	0.50	587.50
11/16/2019	Blabey, David E.	Draft Fee Motion hearing notes (2.5).	2.50	2,450.00
11/16/2019	Blain, Hunter	Research regarding legal standards in preparation for hearing on assumption motion (1.2).	1.20	660.00
11/16/2019	Khvatskaya, Mariya	Review correspondence from R. Ringer re: Fee Letter assumption motion and stipulation.	0.40	338.00
11/16/2019	Gange, Caroline	Review objections to Fee Letter Assumption motion and prepare summary chart of objections and AHC responses.	4.60	3,611.00
11/17/2019	Eckstein, Kenneth H.	Prep for fee letter hearing (3.4); call w/ Arik Preis [2x] re fee letter (0.5); call w/ M. Cyganowski, S. Gilbert re same (0.6); call w/ R. Ringer re same (0.4).	4.90	6,615.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/17/2019	Ringer, Rachael L.	Review/revise chart summary for objections (.5), emails with professionals re: fee application hearing prep (.6), call with K. Eckstein re: same (.4).	1.50	1,500.00
11/17/2019	Blabey, David E.	Draft hearing notes for K. Eckstein.	1.20	1,176.00
11/17/2019	Gange, Caroline	Review research for fee assumption motion (.4); revise objection summary chart (1.7).	2.10	1,648.50
11/17/2019	Gange, Caroline	Review notes/outline re Fee Hearing.	2.20	1,727.00
11/18/2019	Bentley, Philip	Attend O'Connell deposition regarding fee motion (7.7), prep for same (0.6), prepare notes re same (0.3), and confs Kaminetsky/Cardillo re same (0.3) and K. Eckstein/R. Ringer/D. Blabey re same and hearing prep (0.8).	9.70	11,397.50
11/18/2019	Ringer, Rachael L.	Review/prepare revised talking points for fee application hearing (1.0), discussions with K. Eckstein re: same (.5), further prep with K. Eckstein for hearing (2.0), follow-up research re: same (1.5), calls with AHC professionals re: same (1.4).	6.40	6,400.00
11/18/2019	Eckstein, Kenneth H.	Call w/ M. Cyganowski re Fee Motion (0.5); call w/ M. Huebner, S. Gilbert (0.4); call Arik Pries re same (0.3); review oral argument, outline, o/c with KL team re same (3.5); review O'Connell deposition transcript (1.5).	6.20	8,370.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/18/2019	Blabey, David E.	Draft and revise talking points for hearing on Fee Motion (6.7); disc hearing notes and depo with K. Eckstein, P. Bentley, and R. Ringer (1); further edits to hearing notes and research for same (2.1); listen to portions of O'Connell depo and emails to K. Eckstein, R. Ringer, and P. Bentley re same (3.1).	12.90	12,642.00
11/18/2019	Gange, Caroline	Telephonically attend portion of O'Connell depo (3.9); prepare summary of portions of same (1.1); prepare timeline of events for Fee Hearing (.9).	5.90	4,631.50
11/18/2019	Blain, Hunter	Review deposition notice to J. O'Connell (0.1), listen live to deposition of J. O'Connell and take notes (6.2), summarize notes from deposition (1.1), gather hearing documents for K. Eckstein and R. Ringer (0.6), research cases from brief in support of fee assumption motion (3.4).	11.40	6,270.00
11/18/2019	Minerva, Benjamin	Serve Motion to Exceed Page Limits and Statement in Support of Fee Assumption (1.5).	1.50	600.00
11/19/2019	Ringer, Rachael L.	Prepare for hearing re: adjourned second days, AHC assumption motion (2.0), attend hearing re: same (4.3), follow-up discussions with K. Eckstein re: same (1.3).	7.60	7,600.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/19/2019	Eckstein, Kenneth H.	Attend court hearing re Fee Letter, assumption motion (4.3); prep for hearing (1.0), review material re same (2.7).	8.00	10,800.00
11/19/2019	Bentley, Philip	Listen to hearing on motion to assume (4.3), and discs. K. Eckstein and D. Blabey re same (0.3).	4.60	5,405.00
11/19/2019	Blabey, David E.	Emails with K. Eckstein re fee assumption hearing notes and case law (.3); edit notes (1.4); listen to portions of fee assumption hearing and exchange contemporaneous emails with team re same (2).	3.70	3,626.00
11/19/2019	Gange, Caroline	Prep for fee assumption hearing (0.7), telephonically attend same hearing (4.3); draft summary of same and discussions w/ R. Ringer and K. Eckstein re same (1.6).	6.60	5,181.00
11/19/2019	Blain, Hunter	Telephonically attend hearing regarding assumption of the fees by the debtor and take extensive notes (4.5); summarize portions of the fee application hearing for AHC update (0.8).	5.30	2,915.00
11/19/2019	Blain, Hunter	Prepare cases in prep for fee motion hearing (0.4); emails with KL team re same (0.1).	0.50	275.00
11/20/2019	Eckstein, Kenneth H.	Review order granting Fee Motion, comment on same; o/c re same (0.8); call w/ Brown Rudnick and M. Cyganowski re same (0.5); correspond w/ DPW re same (0.3).	1.60	2,160.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/20/2019	Ringer, Rachael L.	Review revised proposed order granting Fee Motion (.4).	0.40	400.00
11/20/2019	Blabey, David E.	Review Debtors' revised proposed order granting Fee Motion and exchange emails with R. Ringer and AHC professionals re same (0.5).	0.50	490.00
11/21/2019	Eckstein, Kenneth H.	Review order granting Fee Motion (.5), correspond re same w/ Akin, DPW, co-counsel (1.2).	1.70	2,295.00
11/22/2019	Eckstein, Kenneth H.	Review Fee Motion transcript and order (.3), c/w M. Huebner, re same (0.4); correspond w/ client, co-counsel re same (0.4).	1.10	1,485.00
11/24/2019	Ringer, Rachael L.	Revise order re: AHC fee motion (.3), emails with AHC professionals re: same (.4), further revisions to same (.4).	1.10	1,100.00
11/25/2019	Eckstein, Kenneth H.	Call w/ DPW re fee order (0.4); review fee hearing transcript and review draft order (.8); correspond with AHC professionals re same; o/c re same (.5); call w/ A. Preis re fee order issues [2x] (0.4).	2.10	2,835.00
11/25/2019	Ringer, Rachael L.	Numerous emails with AHC team re: assumption order (1.1), discussions with K. Eckstein re: same (.5), call with AHC professionals re: same (.6), call with M. Huebner re: same (.4), emails with Akin re: same (.4), call with M. Cyganowski re: assumption order (.3).	3.30	3,300.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Eckstein, Kenneth H.	Calls w/ AHC professionals re fee order (.5), review comments re same (.2), review Fee Hearing transcript (.3), follow-up re same w/ Akin, DPW, co-counsel, R. Ringer (.8).	1.80	2,430.00
<b>TOTAL</b>			<b>305.40</b>	<b>\$301,406.00</b>



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**Business Operations**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Ringer, Rachael L.	Partner	2.30	\$2,300.00
Braun, David	Associate	0.20	169.00
Gange, Caroline	Associate	12.10	9,498.50
Blain, Hunter	Law Clerk	4.30	2,365.00
<b>TOTAL FEES</b>		<b>18.90</b>	<b>\$14,332.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Call with A. Preis re: wages/other updates (.4), call with DPW/UCC re: OCPs (.6).	1.00	\$1,000.00
11/1/2019	Gange, Caroline	Call w/ UCC/DPW re OCP motion (.6); prepare proposal for Debtors re OCP order and discussions w/ R. Ringer re same (3.3).	3.90	3,061.50
11/4/2019	Ringer, Rachael L.	Emails with Akin re: OCP comments (.4).	0.40	400.00
11/5/2019	Gange, Caroline	Attend 341 meeting (0.9); prepare email update for clients re same (1.6); review Debtors' retention apps and other filings (1.6); draft summary update of Debtors' retention apps (2.1).	6.20	4,867.00
11/5/2019	Braun, David	Confer with R. Ringer, C. Gange and H. Blain re 341 meeting and next steps (.2).	0.20	169.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Blain, Hunter	Attend 341 meeting (0.9), meeting with R. Ringer, D. Braun, and C. Gange re 341 conference (0.3); review/revise summary of 341 meeting (0.2); further confer with C. Gange and D. Braun re 341 conference (0.1); summarize retention applications from Debtors' professionals (1.8).	3.30	1,815.00
11/6/2019	Blain, Hunter	Summarize retention applications from Debtors' and UCC professionals for AHC update (1).	1.00	550.00
11/6/2019	Gange, Caroline	Review UCC retention apps and revise summary chart (2.0).	2.00	1,570.00
11/10/2019	Ringer, Rachael L.	Emails with Akin re: OCP order and edits (.5).	0.50	500.00
11/21/2019	Ringer, Rachael L.	Review revised cash management order (.2).	0.20	200.00
11/25/2019	Ringer, Rachael L.	Call with A. Preis re: wages (.2).	0.20	200.00
<b>TOTAL</b>			<b>18.90</b>	<b>\$14,332.50</b>





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**Case Administration**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	11.00	\$14,850.00
Ringer, Rachael L.	Partner	23.50	23,500.00
Blabey, David E.	Counsel	1.90	1,862.00
Braun, David	Associate	0.20	169.00
Gange, Caroline	Associate	7.40	5,809.00
Khvatskaya, Mariya	Associate	0.10	84.50
Blain, Hunter	Law Clerk	4.70	2,585.00
Minerva, Benjamin	Paralegal	10.60	4,240.00
<b>TOTAL FEES</b>		<b>59.40</b>	<b>\$53,099.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Call with DPW re: protective order (.5), call with DPW re: protective order (.2).	0.70	\$700.00
11/1/2019	Blain, Hunter	Review correspondence from R. Ringer regarding updates to action items for AHC (0.2).	0.20	110.00
11/1/2019	Gange, Caroline	Call w/ DPW re PO (.5); revise update email to AHC re case updates, PO (.9).	1.40	1,099.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/2/2019	Blain, Hunter	Review correspondence from R. Ringer and AHC members re protective order.	0.20	110.00
11/3/2019	Ringer, Rachael L.	Call with DPW and AHC members re: protective order (.8), follow-up with DPW re: same (.3), follow-up with AHC members re: same (.5), emails with KL team and AHC professionals re: same (.5), corr. with K. Eckstein re: same (.2).	2.30	2,300.00
11/3/2019	Blabey, David E.	Call with DPW and AGs re protective order.	1.00	980.00
11/4/2019	Ringer, Rachael L.	Emails with KL team re: protective order (.5), call with DPW re: same (.7), further call with E. Vonnegut (.3), draft email to AHC members re: protective order (.4).	1.90	1,900.00
11/4/2019	Blabey, David E.	Call with DPW and other case parties re protective order (.7); review and comment on email to clients re protective order (.2).	0.90	882.00
11/4/2019	Gange, Caroline	Emails w/ KL team re upcoming dates/status (0.3).	0.30	235.50
11/4/2019	Blain, Hunter	Review case updates from D. Braun (0.3); review informational brief (0.4).	0.70	385.00
11/4/2019	Minerva, Benjamin	Update KL team calendar invitations re: upcoming dates (0.3); emails with C. Gange and R. Ringer re: same (0.2); update internal records re: court filings (0.4); calls with courtcall re: 11/06 hearing line (0.3); emails with KL team re: same (0.2).	1.40	560.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Call w/ K. Maclay - Muni Ad Hoc re case status and related issues (0.4).	0.40	540.00
11/5/2019	Eckstein, Kenneth H.	Call w/ M. Huebner re case status w/ UCC, non-consenting States, hearing agenda (0.8).	0.80	1,080.00
11/5/2019	Ringer, Rachael L.	Coordinate responses to Akin questions re: AHC composition, by-laws (1.6), emails with K. Eckstein re: same (.7).	2.30	2,300.00
11/5/2019	Braun, David	Emails w/ J. Bessonette re case background (.2).	0.20	169.00
11/5/2019	Minerva, Benjamin	Update internal records re: court filings (0.4); Prepare telephonic device order (0.3); emails and calls with R Ringer and courtroom deputy re: same (0.3).	1.00	400.00
11/6/2019	Khvatskaya, Mariya	Review case updates.	0.10	84.50
11/6/2019	Minerva, Benjamin	Update internal records re: court filings.	0.40	160.00
11/7/2019	Ringer, Rachael L.	Attend call with DPW and creditors re: protective order (1.2), discussions with K. Eckstein re: same (.2), further emails with AHC professionals re: same (.7).	2.10	2,100.00
11/7/2019	Gange, Caroline	Call w/ DPW and non-consenting creditors re PO (1.2); prepare summary re same (.9).	2.10	1,648.50
11/8/2019	Minerva, Benjamin	Calls and emails with Veritext and KL team re: 11/06 hearing transcript.	0.30	120.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/9/2019	Blain, Hunter	Review new version of protective order and summarize significant additions, removals, or changes.	3.60	1,980.00
11/10/2019	Ringer, Rachael L.	Emails with AHC professionals re: Akin follow-up questions (.4).	0.40	400.00
11/11/2019	Eckstein, Kenneth H.	Review materials re NDA (0.4).	0.40	540.00
11/11/2019	Ringer, Rachael L.	Review protective order (0.3), calls with DPW re: same (0.4).	0.70	700.00
11/11/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); emails and calls with Veritext re: 11/6 hearing transcript (0.2).	0.40	160.00
11/12/2019	Ringer, Rachael L.	Emails with Akin re: confidentiality issues (.2).	0.20	200.00
11/12/2019	Minerva, Benjamin	Coordinate request for 11/06 hearing transcript (0.4); update internal records re: court filings (0.2); emails with C. Gange re: 9/17, 10/10 and 10/11 hearing transcripts (0.2).	0.80	320.00
11/13/2019	Minerva, Benjamin	Update internal records re: court filings (Motion to Assume Prepetition Reimbursement Agreement) (0.7); update KL team calendar invitations (0.1).	0.80	320.00
11/14/2019	Ringer, Rachael L.	Review/revise protective order (.9), draft email to AHC re: same (.3).	1.20	1,200.00
11/14/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); prepare electronic device form for 11/19 hearing (0.2).	0.40	160.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Gange, Caroline	Call w/ DPW re protective order (.3); call w/ UCC re AHC By-Laws (.6).	0.90	706.50
11/15/2019	Minerva, Benjamin	Update KL team calendar (0.3); file motion to exceed page limit and statement in support (0.8); update internal records re: court filings (0.4); emails with P. Bentley and TSG re: Purdue Ad Hoc Committee Professionals macro (0.2).	1.70	680.00
11/17/2019	Ringer, Rachael L.	Revise protective order (1.4).	1.40	1,400.00
11/18/2019	Ringer, Rachael L.	Emails with AHC professionals re: recently filed pleadings and by-laws (.4), emails with AHC members re: same (.3).	0.70	700.00
11/18/2019	Minerva, Benjamin	Prepare electronic device order for 11/19 hearing (0.4); calls with courtcall re: 11/19 listen line (0.3); prepare and file affidavit of service (0.6); update internal records re: court filings (0.3).	1.60	640.00
11/20/2019	Ringer, Rachael L.	Draft agenda for AHC call (.2).	0.20	200.00
11/20/2019	Gange, Caroline	Case catch up meetings w/ R. Ringer and H. Blain (1.3).	1.30	1,020.50
11/20/2019	Minerva, Benjamin	Update internal records re: court filings.	0.20	80.00
11/21/2019	Eckstein, Kenneth H.	C/w R. Ringer re PO, Stip (0.7); call w/ States re PO issue (0.4).	1.10	1,485.00
11/21/2019	Minerva, Benjamin	Update and organize internal records re: court filings.	0.50	200.00



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### Case Administration

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/22/2019	Ringer, Rachael L.	Emails with DPW re: protective order (.2).	0.20	200.00
11/22/2019	Minerva, Benjamin	Emails with KL team and Veritext re: 11/19 hearing transcript.	0.30	120.00
11/23/2019	Ringer, Rachael L.	Emails with S. Gilbert re: protective order (.5).	0.50	500.00
11/25/2019	Ringer, Rachael L.	Calls/emails with AHC members re: protective order (.6), further call with AHC members re: same (1.0), call with DPW re: protective order (.6), call with G. Feiner re: coordination (.3), call with AHC professionals re: protective order issues (.8).	3.30	3,300.00
11/25/2019	Eckstein, Kenneth H.	Call w/ clients re protective order issues (0.8); review draft PO, comment re same (0.6); o/c R. Ringer re same (0.3); call w/ J. Uzzi re PO issues (0.4); follow-up call w/ clients re same (0.5).	2.60	3,510.00
11/25/2019	Minerva, Benjamin	Update internal records re: court filings (0.5); register new check request for 11/19 hearing transcript (0.2); add H. Blain to outlook invitations (0.1).	0.80	320.00
11/26/2019	Ringer, Rachael L.	Numerous emails and calls with AHC professionals and DPW re: protective order (1.5), revise protective order (.3).	1.80	1,800.00
11/26/2019	Eckstein, Kenneth H.	Review protective order (.6), comments, correspond w/ AHC professionals re same (.7); call w/ DPW (0.7).	2.00	2,700.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Call w/ AHC re protective order (1) and follow up w/ R. Ringer re same (0.4).	1.40	1,099.00
11/27/2019	Ringer, Rachael L.	Call with Milbank re: protective order (.5), follow-up with K. Eckstein re: same (.2), call with AHC members re: PO, follow-up with K. Eckstein re: same (.8), call with DPW re: same (.7), review revised order (.4), numerous emails and calls with DPW/all creditors re: next steps (1.0).	3.60	3,600.00
11/27/2019	Eckstein, Kenneth H.	Call w/ some AHC members re PO issues (0.4); call w/ DPW re PO issues (0.5); review revised draft of protective order; c/w R. Ringer re same (0.6); correspond w/ J. Uzzi re same(0.3).	1.80	2,430.00
11/29/2019	Eckstein, Kenneth H.	Call w/ Jerry Uzzi re PO issues (0.6); call w/ R. Ringer re follow-up on PO (0.3); correspond w/ clients re PO (0.4); review correspondence re developing case issues (0.6).	1.90	2,565.00
<b>TOTAL</b>			<b>59.40</b>	<b>\$53,099.50</b>



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## Claims Analysis

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	0.20	\$235.00
Ringer, Rachael L.	Partner	1.30	1,300.00
Blabey, David E.	Counsel	3.30	3,234.00
Gange, Caroline	Associate	4.80	3,768.00
Blain, Hunter	Law Clerk	0.60	330.00
<b>TOTAL FEES</b>		<b>10.20</b>	<b>\$8,867.00</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Bentley, Philip	Review KL and co-counsel emails re bar date motion and other case updates.	0.20	\$235.00
11/21/2019	Ringer, Rachael L.	Call with DPW re: proof of claim process/bar dates (0.7), review documents re same (0.2).	0.90	900.00
11/21/2019	Blabey, David E.	Call with DPW re bar date.	0.70	686.00
11/21/2019	Gange, Caroline	Call w/ Debtors re bar date/POC process (.9) and follow up w/ R. Ringer; (.7); prepare update email for AHC re same (.4).	2.00	1,570.00
11/25/2019	Ringer, Rachael L.	Call with AHC professionals re: bar date (.4).	0.40	400.00





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**Claims Analysis**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/25/2019	Blabey, David E.	Call with AHC professionals re bar date motion (.3) and call with DPW re same (.6).	0.90	882.00
11/25/2019	Blain, Hunter	Telephonically attend call with AHC professionals regarding the bar date motion.	0.40	220.00
11/25/2019	Gange, Caroline	Call w/ AHC professionals re Bar Date Motion (0.4) and prepare summary of same (1.0).	1.40	1,099.00
11/26/2019	Blabey, David E.	Call with K. McClay re proofs of claim (.5); review government POC form (.3).	0.80	784.00
11/26/2019	Blain, Hunter	Summarize parts of AHC professionals meeting regarding bar date.	0.20	110.00
11/26/2019	Gange, Caroline	Review debtors' bar date materials (0.6) and prepare update email for AHC re same (0.8).	1.40	1,099.00
11/27/2019	Blabey, David E.	Call with AHC professionals and Davis Polk re bar date (0.7), emails with AHC professionals re same (0.2).	0.90	882.00
<b>TOTAL</b>			<b>10.20</b>	<b>\$8,867.00</b>



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## Employment and Fee Applications

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Ringer, Rachael L.	Partner	1.20	\$1,200.00
Gange, Caroline	Associate	10.30	8,085.50
Blain, Hunter	Law Clerk	7.60	4,180.00
Minerva, Benjamin	Paralegal	4.50	1,800.00
<b>TOTAL FEES</b>		<b>23.60</b>	<b>\$15,265.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/4/2019	Ringer, Rachael L.	Revise FTI engagement letter (.3), further revise same, emails with FTI re: same (.4).	0.70	\$700.00
11/13/2019	Ringer, Rachael L.	Emails with KL team re: UCC retention applications (.5).	0.50	500.00
11/21/2019	Blain, Hunter	Attend portion of call with R. Ringer, C. Gange, and other AHC professionals regarding billing procedures.	0.50	275.00
11/21/2019	Gange, Caroline	Calls w/ AHC profs re fee apps and discussions w/ R. Ringer and H. Blain re same (1).	1.00	785.00
11/25/2019	Blain, Hunter	Review Sept/Oct fee statements for privilege/confidentiality issues and UST guidelines compliance.	4.40	2,420.00
11/25/2019	Gange, Caroline	Prepare bills for monthly fee statements.	1.20	942.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Review invoices for privilege/confidentiality issues and UST guidelines compliance in preparation for first monthly fee statement.	2.40	1,884.00
11/26/2019	Blain, Hunter	Further review Sept/Oct bills (1.6), confer with M. Khvatskaya regarding same (0.1), coordinate with J. Hagen and C. Gange re internal logistics (0.2), draft email to KL professionals regarding billing guidelines (0.3).	2.20	1,210.00
11/26/2019	Minerva, Benjamin	Prepare September/October fee statement (2.1); emails with C. Gange, H. Blain and billing re: same (0.3).	2.40	960.00
11/27/2019	Gange, Caroline	Review Gilbert's fee statement (1.2); emails w/ Gilbert re same (0.2); review/revise first monthly fee statement (3.8); emails w/ H. Blain re same (0.3); emails w/ AHC profs re same (0.2).	5.70	4,474.50
11/27/2019	Blain, Hunter	Review September/October bill for Fee Statement (0.4), correspond with Gilbert and C. Gange regarding necessary billing practices for fee application (0.1).	0.50	275.00
11/27/2019	Minerva, Benjamin	Prepare September/October fee statement (1.8); calls and emails with C. Gange, H. Blain and billing re: same (0.3).	2.10	840.00
<b>TOTAL</b>			<b>23.60</b>	<b>\$15,265.50</b>



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## Emergency Financing

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	2.00	\$2,700.00
Ringer, Rachael L.	Partner	3.00	3,000.00
Gange, Caroline	Associate	0.90	706.50
<b>TOTAL FEES</b>		<b>5.90</b>	<b>\$6,406.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Ringer, Rachael L.	Emails with AHC members re: Emergency Relief Fund (.5).	0.50	\$500.00
11/12/2019	Eckstein, Kenneth H.	Conf call w/ AHC members re Emergency fund issues (0.7).	0.70	945.00
11/12/2019	Ringer, Rachael L.	Attend pre-call with AHC members re: emergency relief fund (.5).	0.50	500.00
11/12/2019	Ringer, Rachael L.	Call with M. Cyganowski re: ERF call (.2), call with DPW/Akin/creditors re: ERF (.9).	1.10	1,100.00
11/12/2019	Gange, Caroline	Call w/ Debtors/UCC re emergency fund (.9).	0.90	706.50
11/17/2019	Eckstein, Kenneth H.	Correspondence with AHC professionals re emergency fund (0.6).	0.60	810.00
11/18/2019	Ringer, Rachael L.	Call with AHC members re: emergency fund (.9).	0.90	900.00



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**Emergency Financing**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/18/2019	Eckstein, Kenneth H.	Strategize re emergency fund (.2), call w/ AHC professionals re same (0.5).	0.70	945.00
<b>TOTAL</b>			<b>5.90</b>	<b>\$6,406.50</b>



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## Litigation

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	4.90	\$6,615.00
Ringer, Rachael L.	Partner	5.80	5,800.00
Blabey, David E.	Counsel	0.50	490.00
Braun, David	Associate	1.90	1,605.50
Gange, Caroline	Associate	4.50	3,532.50
Kontorovich, Ilya	Associate	2.20	1,859.00
Blain, Hunter	Law Clerk	4.70	2,585.00
<b>TOTAL FEES</b>		<b>24.50</b>	<b>\$22,487.00</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Prep for PI hearing (0.5).	0.50	\$675.00
11/6/2019	Eckstein, Kenneth H.	Correspond w/ M. Huebner, G. Uzzi re injunction (0.6); prep for and attend hearing re injunction (3.4).	4.00	5,400.00
11/6/2019	Eckstein, Kenneth H.	C/w R. Ringer re stay protocol (0.4).	0.40	540.00
11/6/2019	Ringer, Rachael L.	Prepare for hearing re: stay extension (1.7), numerous discussions with K. Eckstein re: same (0.4), attend hearing re: stay extension (3.4).	5.50	5,500.00



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**Litigation**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Blabey, David E.	Attend by phone portions of Purdue omnibus hearing regarding stay.	0.50	490.00
11/6/2019	Blain, Hunter	Teleconference into preliminary injunction hearing and take extensive notes for AHC summary (2.4), discuss same with C. Gange (0.1), summarize notes of 11/6 injunction hearing for publication to AHC (2.2).	4.70	2,585.00
11/6/2019	Braun, David	Listen telephonically to prelim injunction hearing.	1.90	1,605.50
11/6/2019	Kontorovich, Ilya	Telephonically attend preliminary injunction hearing.	2.20	1,859.00
11/6/2019	Gange, Caroline	Telephonically attend preliminary injunction hearing (2.4), draft summary of same (1.9).	4.30	3,375.50
11/9/2019	Gange, Caroline	Review summaries of revised PI order.	0.20	157.00
11/11/2019	Ringer, Rachael L.	Draft summary of changes to voluntary injunction (.3)	0.30	300.00
<b>TOTAL</b>			<b>24.50</b>	<b>\$22,487.00</b>



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	8.50	\$11,475.00
Greenberg, Mayer	Partner	1.00	1,200.00
Ringer, Rachael L.	Partner	23.60	23,600.00
Blabey, David E.	Counsel	2.30	2,254.00
Braun, David	Associate	1.70	1,436.50
Gange, Caroline	Associate	15.40	12,089.00
Kontorovich, Ilya	Associate	3.90	3,295.50
Blain, Hunter	Law Clerk	6.60	3,630.00
<b>TOTAL FEES</b>		<b>63.00</b>	<b>\$58,980.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Draft email for AHC re: case updates, protective order (1.2), further emails with AHC re: same (.2).	1.40	\$1,400.00
11/4/2019	Ringer, Rachael L.	Call with Non-Consenting States re: protective order (.2).	0.20	200.00
11/6/2019	Eckstein, Kenneth H.	C/w AHC professionals re pending issues and prep for AHC call (0.7).	0.70	945.00





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Ringer, Rachael L.	Draft lengthy email updates to clients re: AHC call agenda, 341 meeting, PO updates, voluntary injunction (1.1).	1.10	1,100.00
11/6/2019	Gange, Caroline	Review/summarize 11/5 docket updates (0.4); prepare update email (1.2).	1.60	1,256.00
11/7/2019	Ringer, Rachael L.	Prepare for AHC call re: case updates and stipulations (.4) and attend same AHC call (1.1).	1.50	1,500.00
11/7/2019	Eckstein, Kenneth H.	AHC conf call re agenda for Sackler meeting (1.1).	1.10	1,485.00
11/7/2019	Blabey, David E.	Attend portion of weekly AHC call (.6).	0.60	588.00
11/7/2019	Blain, Hunter	Prepare for teleconference call with AHC regarding case updates and stipulations (0.1), attend same AHC call (1.1) and summarize notes from call (0.2).	1.40	770.00
11/7/2019	Braun, David	Participate in AHC conf. call (1.1).	1.10	929.50
11/7/2019	Kontorovich, Ilya	Prepare for AHC conference call regarding case updates and stipulations (0.3), attend same call (1.1).	1.40	1,183.00
11/7/2019	Gange, Caroline	Attend AHC weekly call (1.1); prepare update summary/case update email for AHC (1.3).	2.40	1,884.00
11/8/2019	Ringer, Rachael L.	Draft update for AHC re: examiner letter (1.1).	1.10	1,100.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Gange, Caroline	Review letter to UST re appointment of examiner (0.2) and draft summary re same (1.6).	1.80	1,413.00
11/11/2019	Ringer, Rachael L.	Prepare for (.5) and attend call with AHC re: fee letter and updates on stipulation (.8).	1.30	1,300.00
11/11/2019	Blabey, David E.	Attend portion of call with AHC professionals re fee letter (.2).	0.20	196.00
11/11/2019	Blain, Hunter	Attend call among AHC professionals regarding assumption motion (0.8).	0.80	440.00
11/11/2019	Gange, Caroline	Prep for (.2) and participate in AHC professionals call re Fee Assumption (.8).	1.00	785.00
11/11/2019	Gange, Caroline	Review UCC's 1103 motion and prepare summary for AHC (.6).	0.60	471.00
11/12/2019	Ringer, Rachael L.	Call with supporting states re: case updates (.7), attend Purdue professionals call re: updates and next steps (1.0).	1.70	1,700.00
11/12/2019	Ringer, Rachael L.	Call with AHC member re: case updates/questions (.3).	0.30	300.00
11/12/2019	Gange, Caroline	Call w/ AHC professionals re status (1); review info sharing protocols (.7).	1.70	1,334.50
11/13/2019	Ringer, Rachael L.	Call with AHC professionals re: next steps on plan/RSA and prepare for AHC call (.6), draft email to AHC, follow-up re: same (.3), prepare for (0.4) and attend/lead AHC call (0.6), draft email to AHC members re: confidentiality issues (.6).	2.50	2,500.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/13/2019	Eckstein, Kenneth H.	O/c with AHC professionals and KL team re all case issues (1.3).	1.30	1,755.00
11/13/2019	Eckstein, Kenneth H.	Ad Hoc Committee conf call re fee motion (0.6), prepare for same (0.5).	1.10	1,485.00
11/13/2019	Ringer, Rachael L.	Multiple calls with AHC members re; next steps on Fee Motion (.8).	0.80	800.00
11/13/2019	Braun, David	Telephonically attend AHC member conference call regarding fee assumption.	0.60	507.00
11/13/2019	Gange, Caroline	Telephonically attend update call with AHC re Fee Motion (0.6) and prepare summary of same (1.5).	2.10	1,648.50
11/13/2019	Blain, Hunter	Telephonically attend portion of AHC member conference call regarding fee motion (0.4); summarize AHC call (0.2), coordinate with C. Gange re same (0.1).	0.70	385.00
11/15/2019	Ringer, Rachael L.	Prepare for AHC call regarding fee assumption stipulation and other case issues (0.2) attend same call (1.1).	1.30	1,300.00
11/15/2019	Blain, Hunter	Telephonically attend portion of AHC conference call re fee assumption and related issues (1.0).	1.00	550.00
11/15/2019	Gange, Caroline	Telephonically attend call w/ AHC re fee assumption motion and related issues/updates (1.1).	1.10	863.50



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/16/2019	Ringer, Rachael L.	Call with AHC members re: protective order (.8), follow-up emails with AHC team re: same and other updates (.5).	1.30	1,300.00
11/18/2019	Eckstein, Kenneth H.	Call w/ AHC Working Group re case issues and next steps, including UCC proposals, related issues (1.0).	1.00	1,350.00
11/20/2019	Greenberg, Mayer	Participate in AHC update call re tax issues.	1.00	1,200.00
11/20/2019	Eckstein, Kenneth H.	AHC advisors call re hearing, next step, PO, diligence (1.0); prep for (.6) and co-lead AHC update call (.7).	2.30	3,105.00
11/20/2019	Ringer, Rachael L.	Prepare for (.2), and attend professionals call re: next steps in case (1.0), attend/ and co-lead AHC call (.7).	1.90	1,900.00
11/20/2019	Blabey, David E.	Attend ad hoc committee call (.7).	0.70	686.00
11/20/2019	Kontorovich, Ilya	Attend ad hoc committee call (.7) and follow up w/ KL corporate team re same (.3).	1.00	845.00
11/20/2019	Gange, Caroline	Participate in portion of AHC call and review summary re same (.7); prepare for call with AHC professionals regarding next steps, diligence, protective order (1.5) attend same call (.9).	3.10	2,433.50



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/20/2019	Blain, Hunter	Attend AHC update call regarding hearing update, FTI update, protective order status, and stipulation status (.7) and outline notes of same (.3), draft summary of AHC update call for distribution to AHC members (1.0).	2.00	1,100.00
11/21/2019	Blain, Hunter	Summarize operating statement, notice of appeal, and AHC call for distribution to AHC members.	0.70	385.00
11/26/2019	Eckstein, Kenneth H.	Call w/ Ad Hoc Committee re pending case issues and protective order (1.0).	1.00	1,350.00
11/26/2019	Ringer, Rachael L.	Prepare for (0.2) and attend call with AHC re: protective order (1.0).	1.20	1,200.00
11/26/2019	Ringer, Rachael L.	Prepare for call with AHC re protective order (0.5), attend same call (1.0), follow-up with non-consenting states re: same (2.3), numerous emails with AHC professionals re: protective order and AHC updates (0.8), call with M. Cyganowski re: same (1.0), calls with K. Eckstein re: updates (0.4).	6.00	6,000.00
11/26/2019	Blabey, David E.	Attend part of call with AHC re protective order (.8).	0.80	784.00
11/26/2019	Kontorovich, Ilya	Prepare for call with AHC re: revised protective order (0.5), attend same call (1.0).	1.50	1,267.50
<b>TOTAL</b>			<b>63.00</b>	<b>\$58,980.00</b>



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**Non-Working Travel**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	2.00	\$2,700.00
Ringer, Rachael L.	Partner	2.00	2,000.00
Gange, Caroline	Associate	1.50	1,177.50
Blain, Hunter	Law Clerk	1.50	825.00
<b>TOTAL FEES</b>		<b>7.00</b>	<b>\$6,702.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Blain, Hunter	Travel to and from Bankr. S.D.N.Y. for 341 conference.	1.50	\$825.00
11/5/2019	Gange, Caroline	Travel to and from 341 meeting (1.5).	1.50	1,177.50
11/6/2019	Eckstein, Kenneth H.	Travel to/from White Plains (2.0).	2.00	2,700.00
11/6/2019	Ringer, Rachael L.	Travel to/from White Plains (2.0).	2.00	2,000.00
<b>TOTAL</b>			<b>7.00</b>	<b>\$6,702.50</b>



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**Plan and Disclosure Statement**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	5.30	\$5,830.00
Eckstein, Kenneth H.	Partner	1.50	2,025.00
Ringer, Rachael L.	Partner	0.90	900.00
Rosenbaum, Jordan M.	Partner	2.00	2,150.00
Braun, David	Associate	0.60	507.00
Cubell, Michael B.	Associate	5.10	4,947.00
Gange, Caroline	Associate	8.10	6,358.50
Kontorovich, Ilya	Associate	0.90	760.50
Blain, Hunter	Law Clerk	6.60	3,630.00
<b>TOTAL FEES</b>		<b>31.00</b>	<b>\$27,108.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Rosenbaum, Jordan M.	Review of Sackler meeting agenda and term sheet.	0.70	\$752.50
11/1/2019	Bessonette, John	Emails with KL team regarding term sheet (.8); review new TS (.5); meeting with corporate team re term sheet (.8).	2.10	2,310.00
11/1/2019	Braun, David	Discs. w/ H. Blain re case background and RSA research (.6).	0.60	507.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Blain, Hunter	Meeting with D. Braun regarding case status and RSA research (0.4), follow up conversations with D. Braun re same (0.2). Review RSA and PSAs for precedent (2.6).	3.20	1,760.00
11/4/2019	Blain, Hunter	Research RSAs and PSAs precedent.	0.80	440.00
11/5/2019	Rosenbaum, Jordan M.	Review of term sheet (0.7).	0.70	752.50
11/5/2019	Blain, Hunter	Research RSAs and PSAs in recent major cases (1.4), emails with R. Ringer, D. Blabey, and C. Gage re same (0.1).	1.50	825.00
11/6/2019	Blain, Hunter	Revisions to running list of PSAs and RSAs and related research.	0.20	110.00
11/21/2019	Eckstein, Kenneth H.	O/c with KL team re RSA, diligence, work plan (0.9), prepare for same with review of term sheet (0.6).	1.50	2,025.00
11/21/2019	Ringer, Rachael L.	Meeting with KL corporate team re: updates, definitive docs (.9).	0.90	900.00
11/21/2019	Bessonette, John	Attend team meeting to review recent developments, RSA and other documentation to implement the settlement (.9).	0.90	990.00
11/21/2019	Blain, Hunter	Attended KL team meeting with K. Eckstein, R. Ringer, C. Gange, M. Greenberg, M. Cubell, and J. Rosenbaum regarding upcoming Sackler counsel meeting and beginning an RSA and MTA.	0.90	495.00
11/21/2019	Kontorovich, Ilya	Catchup meeting w/ KL team (.9) re definitive docs.	0.90	760.50





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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Cubell, Michael B.	Meet w/ KL team re case updates and next steps on RSA (.9).	0.90	873.00
11/21/2019	Gange, Caroline	Prepare for (.3) and attend KL catch-up meeting re definitive docs (.9); review/revise definitive doc list and documents tree (1.8).	3.00	2,355.00
11/22/2019	Gange, Caroline	Review definitive doc list and document tree.	1.80	1,413.00
11/25/2019	Rosenbaum, Jordan M.	Review of definitive document list (.1).	0.10	107.50
11/25/2019	Bessonette, John	Strategize re transaction outline for RSA and MTA and definitive docs (1.1).	1.10	1,210.00
11/25/2019	Gange, Caroline	Meet w/ M. Cubell re definitive docs list (0.4); follow up w/ R. Ringer re same (0.2); revise definitive doc list and document tree (2.7).	3.30	2,590.50
11/25/2019	Cubell, Michael B.	Meeting with C. Gange and R. Ringer to discuss document outline and preparation for the same (.6); draft transaction document outline (2.6).	3.20	3,104.00
11/26/2019	Rosenbaum, Jordan M.	Review of transaction definitive document outline w/ J. Bessonette and M. Cubell.	0.50	537.50
11/26/2019	Bessonette, John	Meeting with J. Rosenbaum and M. Cubell re transaction document outline (.5); review precedent for RSA (.7).	1.20	1,320.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Cubell, Michael B.	Meeting with J. Rosenbaum and J. Bessonette to discuss transaction document outline (.5) and preparation for the same (.5).	1.00	970.00
<b>TOTAL</b>			<b>31.00</b>	<b>\$27,108.00</b>

**Kramer Levin**



March 16, 2020

Ad Hoc Committee of Governmental and Other  
Contingent Litigation Claimants

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**FOR PROFESSIONAL SERVICES rendered through December 31, 2019.**

Fees	\$456,058.50
Less 50% Discount on Non-Working Travel matter	(4,399.50)
Fee Subtotal	451,659.00
Disbursements and Other Charges	8,050.70
<b>TOTAL BALANCE DUE</b>	<b>\$459,709.70</b>

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas, New York, NY 10036  
T 212.715.9100 F 212.715.8000



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**MATTER SUMMARY**

**For professional services rendered through December 31, 2019 in connection with the following matters:**

<b>Matter</b>	<b>Matter Name</b>	<b>Fees</b>	<b>Disbs</b>	<b>Total</b>
072952-00001	Asset Analysis and Recovery	\$132,356.50	\$8,050.70	<b>\$140,407.20</b>
072952-00003	Business Operations	30,781.50	0.00	<b>30,781.50</b>
072952-00004	Case Administration	37,207.00	0.00	<b>37,207.00</b>
072952-00005	Claims Analysis	12,337.50	0.00	<b>12,337.50</b>
072952-00006	Employment and Fee Applications	64,877.00	0.00	<b>64,877.00</b>
072952-00007	Emergency Financing	21,653.50	0.00	<b>21,653.50</b>
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	62,863.50	0.00	<b>62,863.50</b>
072952-00010	Non-Working Travel	8,799.00	0.00	<b>8,799.00</b>
072952-00011	Plan and Disclosure Statement	85,183.00	0.00	<b>85,183.00</b>
<b>Subtotal</b>		<b>456,058.50</b>	<b>8,050.70</b>	<b>464,109.20</b>
Less 50% Discount on Non-Working Travel matter				<b>(4,399.50)</b>
<b>TOTAL CURRENT INVOICE</b>				<b>\$459,709.70</b>



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**Asset Analysis and Recovery**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	0.80	\$880.00
Eckstein, Kenneth H.	Partner	25.60	34,560.00
Greenberg, Mayer	Partner	11.10	13,320.00
Ringer, Rachael L.	Partner	19.50	19,500.00
Rosenbaum, Jordan M.	Partner	2.60	2,795.00
Blabey, David E.	Counsel	11.50	11,270.00
Stoopack, Helayne O.	Counsel	12.50	12,437.50
Cubell, Michael B.	Associate	13.70	13,289.00
Gange, Caroline	Associate	19.90	15,621.50
Khvatskaya, Mariya	Associate	7.50	6,337.50
Kontorovich, Ilya	Associate	1.80	1,521.00
Blain, Hunter	Law Clerk	1.50	825.00
<b>TOTAL FEES</b>		<b>128.00</b>	<b>\$132,356.50</b>

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares	\$302.39
Color Copies	712.00
In-House/Meals	100.00
Meetings	2,383.50



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**Asset Analysis and Recovery**

DESCRIPTION	AMOUNT
CourtCall	186.00
Pacer Online Research	22.70
Photocopying	12.60
Telecommunication Charges	1,696.11
Transcript Fees	2,635.40
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$8,050.70</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Eckstein, Kenneth H.	Call w/ J. Uzzi re diligence issues (0.4); o/c re diligence, tax, IAC, ERF (0.8); review/revise agenda of issues for upcoming Sackler meeting and AHC meeting re diligence (0.5); emails with AHC professionals re same (0.2).	1.90	\$2,565.00
12/2/2019	Greenberg, Mayer	Review tax diligence materials.	0.80	960.00
12/2/2019	Ringer, Rachael L.	Call with M. Diaz re: diligence updates (.2).	0.20	200.00
12/2/2019	Cubell, Michael B.	Review memo re IACs from DLA.	1.00	970.00
12/3/2019	Eckstein, Kenneth H.	Meet w/ J. Uzzi, J. Rosen, S. Simms re RSA work plan, diligence, and next steps (1.5).	1.50	2,025.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/3/2019	Ringer, Rachael L.	Prepare for (.3) and attend call with DLA re: IAC diligence (.9), follow-up call with AHC professionals re: same (.7), emails with M. Diaz re: Sackler diligence questions and presentations (.3), call with Brown Rudnick re: same (.2), emails with AHC professionals re: IAC issues (.5), meeting with G. Uzzi, J. Rosen, S. Simms re: updates/next steps on diligence (1.5), emails with AHC re: Sackler presentations (.2).	4.60	4,600.00
12/3/2019	Rosenbaum, Jordan M.	Attend meeting with J. Uzzi, J. Rosen, S. Simms re updates and diligence (1.5); attend portion of call with DLA regarding IAC diligence(.5).	2.00	2,150.00
12/3/2019	Kontorovich, Ilya	Attend portion of call re IAC Diligence with FTI.	0.60	507.00
12/3/2019	Cubell, Michael B.	Prepare for (0.4) and attend (0.9) call with FTI to discuss DLA's IAC memo and related issues.	1.30	1,261.00
12/3/2019	Gange, Caroline	Review FTI diligence materials (.8); discussions w/ FTI re info sharing (.2).	1.00	785.00
12/4/2019	Greenberg, Mayer	Review FTI diligence presentation (0.4), review email from R. Ringer re Company's corporate structure and history (0.5).	0.90	1,080.00
12/4/2019	Stoopack, Helayne O.	Review FTI summaries re: IAC tax issues (1.5), review research material re: tax diligence (0.8); review information re: Sackler family trusts (0.8).	3.10	3,084.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Khvatskaya, Mariya	Review the IAC tax diligence from FTI.	0.20	169.00
12/4/2019	Gange, Caroline	Review FTI diligence materials (0.3); compose and review emails w/ DPW and FTI re info sharing w/ clients (0.9).	1.20	942.00
12/5/2019	Eckstein, Kenneth H.	Call w/w D. Molton, S. Gilbert re meeting w/ J. Uzzi, J. Rosen re IACs (0.4).	0.40	540.00
12/5/2019	Ringer, Rachael L.	Call with FTI re: asset analysis (.5), emails with DPW re: de-designation of diligence materials (.3).	0.80	800.00
12/5/2019	Greenberg, Mayer	Review and analyze FTI tax summary (.2); attend portion of discussion with M. Khvatskaya and H. Stoopack re same (.4).	0.60	720.00
12/5/2019	Stoopack, Helayne O.	Discussion w/ M. Khavatskaya, M. Greenberg re: FTI IAC diligence.	1.10	1,094.50
12/5/2019	Cubell, Michael B.	Review FTI updated diligence presentation (.8) and FTI emails related to ongoing diligence efforts (.6).	1.40	1,358.00
12/5/2019	Khvatskaya, Mariya	Discussion with M. Greenberg and H. Stoopack re: IACs tax summaries from FTI and restitution deduction (1.1); review tax diligence summaries from FTI (.4); research tax-related issues for IAC sales (.2).	1.70	1,436.50
12/5/2019	Gange, Caroline	Emails w/ DPW and FTI re diligence information sharing w/ AHC.	0.60	471.00





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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/6/2019	Ringer, Rachael L.	Prepare for (.5) and attend (7.0) meeting re: Sackler presentations on claims/defenses.	7.50	7,500.00
12/6/2019	Bessonette, John	Review and edit transaction outline (0.7); calls and emails with KL Team re same (0.1).	0.80	880.00
12/6/2019	Eckstein, Kenneth H.	Attend full day presentation by Sackler counsel re claims at Milbank.	7.00	9,450.00
12/6/2019	Blabey, David E.	Attend portions of presentation by Sackler family attorneys by phone re: claims and defenses.	5.00	4,900.00
12/6/2019	Kontorovich, Ilya	Telephonically attend portions of presentation by Sackler family attorneys re: claims and defenses.	1.10	929.50
12/6/2019	Cubell, Michael B.	Review materials from Sackler presentation.	3.00	2,910.00
12/6/2019	Gange, Caroline	Emails w/ AHC profs re Sackler meeting.	0.30	235.50
12/9/2019	Greenberg, Mayer	Review and analyze FTI tax presentation (.2); discussion with Joffe, M. Khvatskaya and H. Stoopack re same (.6).	0.80	960.00
12/9/2019	Stoopack, Helayne O.	Conf. call with FTI (S. Joffe), M. Khavatskaya and M. Greenberg re: IAC tax issues (0.6); review FTI presentation re: IAC diligence (1.3).	1.90	1,890.50
12/9/2019	Cubell, Michael B.	Review FTI IAC Presentation (2.5); related diligence materials (1.0).	3.50	3,395.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/9/2019	Khvatskaya, Mariya	Prepare for (0.1) and attend call with FTI, H. Stoopack and M. Greenberg re: structure of IAC sales (0.6); review tax diligence work streams (0.3).	1.00	845.00
12/9/2019	Kontorovich, Ilya	Review IAC diligence materials.	0.10	84.50
12/10/2019	Rosenbaum, Jordan M.	Call with AHC professionals regarding FTI IAC analysis.	0.60	645.00
12/10/2019	Eckstein, Kenneth H.	AHC professional conf call re diligence, upcoming AHC meeting(1.5); review FTI materials for meeting (0.8) correspond re with AHC professionals re diligence issues (1.0); call w/ R. Ringer re same (0.2).	3.50	4,725.00
12/10/2019	Ringer, Rachael L.	Prepare for (0.2) and attend call with AHC professionals re diligence and preparation for AHC meeting (1.5).	1.70	1,700.00
12/10/2019	Ringer, Rachael L.	Call with S. Simms re: AHC diligence analysis (.2), call with M. Diaz re: same (.2).	0.40	400.00
12/10/2019	Ringer, Rachael L.	Draft email to DPW re: stipulation, discussion with K. Eckstein re: same (.4).	0.40	400.00
12/10/2019	Stoopack, Helayne O.	Review FTI Business Plan Overview/diligence.	1.30	1,293.50
12/10/2019	Blabey, David E.	Attend AHC professionals' call re diligence upcoming in-person AHC meeting.	1.50	1,470.00
12/10/2019	Blabey, David E.	Review and comment on draft FTI presentations.	5.00	4,900.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/10/2019	Blain, Hunter	Attend AHC professionals call with FTI diligence update and case updates.	1.50	825.00
12/10/2019	Gange, Caroline	Attend AHC professionals call re diligence, prep for upcoming AHC meeting (1.5); review/revise draft FTI presentation and disclaimer (2).	3.50	2,747.50
12/10/2019	Gange, Caroline	Emails/calls w/ FTI and DPW re information sharing and clearance of documents for FTI presentation.	1.30	1,020.50
12/10/2019	Gange, Caroline	Review mark-up of stipulation w/ AHC/UCC.	0.80	628.00
12/10/2019	Cubell, Michael B.	Attend weekly AHC call re diligence/corporate issues.	1.20	1,164.00
12/10/2019	Cubell, Michael B.	Review FTI's business plan presentation.	1.00	970.00
12/11/2019	Ringer, Rachael L.	Call with DPW re: diligence issues (.5), emails with C. Gange re: same (.3), emails with FTI and DPW re: same (.5).	1.30	1,300.00
12/11/2019	Greenberg, Mayer	Analyze tax structure issues (0.7); e-mail with H Stoopack re same (0.1).	0.80	960.00
12/11/2019	Ringer, Rachael L.	Review/revise AHC stip (.6).	0.60	600.00
12/11/2019	Gange, Caroline	Calls w/ FTI and DPW re info sharing (.6); draft email to DPW re ability to share diligence info w/ AHC (.5); emails re same w/ R. Ringer (.3).	1.40	1,099.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/11/2019	Gange, Caroline	Review/revise stipulation w/ AHC and UCC (1.5) and discuss same w/ R. Ringer (.1).	1.60	1,256.00
12/11/2019	Cubell, Michael B.	Review updated draft of FTI presentation on US business plan and IAC deck.	1.30	1,261.00
12/12/2019	Greenberg, Mayer	Meeting with H Stoopack and M. Khvatskaya re tax issues.	0.60	720.00
12/12/2019	Stoopack, Helayne O.	Discussions with M. Greenberg, M. Khvatskaya re: tax issues.	0.60	597.00
12/12/2019	Khvatskaya, Mariya	Discuss tax issues with M. Greenberg and H. Stoopack (.6); review the FTI presentation on IAC diligence (.3).	0.90	760.50
12/13/2019	Greenberg, Mayer	Review recently produced materials re tax issues.	0.30	360.00
12/15/2019	Eckstein, Kenneth H.	Review diligence updates (.4).	0.40	540.00
12/16/2019	Ringer, Rachael L.	Call with Akin re: discovery/diligence issues (0.1), review and compose emails with J. Rice re: same (.2).	0.30	300.00
12/16/2019	Gange, Caroline	Call w/ DPW re stipulation (.3); review issues re same (.6); follow up emails w/ AHC professionals re same (.7).	1.60	1,256.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/17/2019	Eckstein, Kenneth H.	Call w/M. Huebner & A. Preis re Houlihan, FTI engagement & related diligence issues (.8); corresp w/ M. Diaz re diligence work plan (.8); c/w S. Gilbert re diligence issues (.3); c/w S. Pohl re same(.3); c/w R. Ringer re diligence and other case issues (.8); review AHC professional correspondence & diligence material (.9).	3.90	5,265.00
12/17/2019	Ringer, Rachael L.	Prepare for and attend call re: document collection/discovery with DPW and Sacklers (.8).	0.80	800.00
12/17/2019	Greenberg, Mayer	Review AHC analysis re tax diligence.	0.30	360.00
12/17/2019	Gange, Caroline	Review Sackler side A presentation (2.2); discussions w/ Debevoise and AHC professionals re same (.4); revise UCC diligence letter and emails w/ R. Ringer re same (.3).	2.90	2,276.50
12/18/2019	Greenberg, Mayer	Call with M. Khvatskaya, H. Stoopack, B. Kelly (Brown Rudnick) re tax issues (.3); discussion/ KL tax team tax structuring (.4).	0.70	840.00
12/18/2019	Eckstein, Kenneth H.	Call w/FTI re diligence (.6).	0.60	810.00
12/18/2019	Stoopack, Helayne O.	Call w/ M. Greenberg, M. Khvatskaya, B. Kelly re: tax issues (0.3); disc. M. Greenberg, M. Khvatskaya re: structuring (0.4).	0.70	696.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/18/2019	Khvatskaya, Mariya	Call with KL tax team and Brown Rudnick re: tax issues (.3); discuss tax structuring with M. Greenberg and H. Stoopack (.4); review and provide materials for the upcoming tax meeting to B. Kelly (.4).	1.10	929.50
12/19/2019	Greenberg, Mayer	Review materials and prepare for meeting at Debevoise (.7); attend tax meeting at Debevoise (2.0); disc M. Greenberg, S. Joffe, B. Kelly re: tax issues (1.0).	3.70	4,440.00
12/19/2019	Eckstein, Kenneth H.	Calls with DPW re Houlihan, FTI work plan, and diligence (.6).	0.60	810.00
12/19/2019	Stoopack, Helayne O.	Attend tax meeting at Debevoise (2.0); disc M. Greenberg, S. Joffe, B. Kelly re: tax issues (1.0).	3.00	2,985.00
12/19/2019	Gange, Caroline	Calls and emails w FTI/DPW re diligence update/info sharing.	0.30	235.50
12/20/2019	Eckstein, Kenneth H.	Call w/S. Pohl re diligence(.4); call w/M. Diaz re FTI work plan (.5).	0.90	1,215.00
12/20/2019	Greenberg, Mayer	Review and comment on B. Kelly summary of Debevoise tax meeting.	1.10	1,320.00
12/20/2019	Ringer, Rachael L.	Call with Debtors' professionals re: Canada litigation (.6), emails with KL team re: same (.3).	0.90	900.00
12/20/2019	Stoopack, Helayne O.	Review B. Kelly summary of tax meeting (0.4); emails B. Kelly, M. Greenberg re: same (0.2), analyze open tax issues (0.2).	0.80	796.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/20/2019	Khvatskaya, Mariya	Review B. Kelly materials from the tax meeting.	0.30	253.50
12/20/2019	Gange, Caroline	Emails w/ AHC and Milbank re Sackler presentation (.2); emails w/ DPW and FTI re info sharing with AHC (.3).	0.50	392.50
12/20/2019	Gange, Caroline	Call w/ FTI and Debtors re Canada litigation (.6) and prepare outline re same (.4).	1.00	785.00
12/21/2019	Khvatskaya, Mariya	Further review B. Kelly summary from the Debevoise tax meeting.	0.40	338.00
12/23/2019	Eckstein, Kenneth H.	Call w/R. Budd, J. Carrol re case updates (.4); call w/Davis Polk re transaction outline, case status/updates (1.4); call w/AHC professionals re same (.4); review case updates/status (.3); call with R. Ringer re same (.2).	2.70	3,645.00
12/23/2019	Greenberg, Mayer	Review materials re tax meeting.	0.50	600.00
12/23/2019	Gange, Caroline	Review FTI diligence update (1.0) and FTI emails re same (.3).	1.30	1,020.50
12/26/2019	Gange, Caroline	Review updates from FTI re diligence (.4), emails w/ FTI re diligence updates (.2).	0.60	471.00
12/27/2019	Khvatskaya, Mariya	Review the 12/19 presentations from Norton Rose re sales of IACs and the summary of the tax meeting from B. Kelly (.6); review the FTI presentations on IAC tax issues and diligence (1); review IAC diligence material (.3).	1.90	1,605.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/30/2019	Eckstein, Kenneth H.	Correspond w/ co-counsel re case updates (.8); correspond w/ S. Burian re case updates and status of diligence/analysis (.7); correspond w/ S. Gilbert re same (.5); c/w R. Ringer re same (.2).	2.20	2,970.00
<b>TOTAL</b>			<b>128.00</b>	<b>\$132,356.50</b>





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**Business Operations**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	4.40	\$5,940.00
Ringer, Rachael L.	Partner	8.90	8,900.00
Blabey, David E.	Counsel	1.30	1,274.00
Gange, Caroline	Associate	13.50	10,597.50
Blain, Hunter	Law Clerk	7.40	4,070.00
<b>TOTAL FEES</b>		<b>35.50</b>	<b>\$30,781.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Ringer, Rachael L.	Review emails re: wages update and settlement (.5), draft email update to AHC members re: same (1.0).	1.50	\$1,500.00
12/2/2019	Ringer, Rachael L.	Call with A. Preis re: wages motion update (.2).	0.20	200.00
12/2/2019	Eckstein, Kenneth H.	Call w/ M. Huebner re wages motion (0.3); c/w R. Ringer re wages issues (0.3).	0.60	810.00
12/2/2019	Gange, Caroline	Review Non-Consenting States Notice of Public Health Filing and prepare summary of same (1.3).	1.30	1,020.50
12/3/2019	Gange, Caroline	Prep for hearing on wages motion (0.8) and emails w/ AHC pros re same (0.3).	1.10	863.50



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Eckstein, Kenneth H.	Review AHC emails re hearing (0.5).	0.50	675.00
12/4/2019	Ringer, Rachael L.	Prepare for (0.9) and attend (3.1) hearing re: wages motion, revise update for clients re: same (.7).	4.70	4,700.00
12/4/2019	Blabey, David E.	Attend portions of wages hearing by telephone (1.3).	1.30	1,274.00
12/4/2019	Gange, Caroline	Prep for (.3) and telephonically attend wages hearing (3.1); prepare summary of same (0.6); emails w/ AHC re same (0.3).	4.30	3,375.50
12/4/2019	Blain, Hunter	Prepare for (0.3) and telephonically attend wage hearing (3.1), draft summary re same (0.6).	4.00	2,200.00
12/5/2019	Blain, Hunter	Review OCP disclosure statement.	0.20	110.00
12/6/2019	Blain, Hunter	Review OCP's disclosure statements (0.3); draft update email to C. Gange and R. Ringer (0.1).	0.40	220.00
12/9/2019	Blain, Hunter	Review OCP's disclosure statements (0.2), review notice of public health (0.4).	0.60	330.00
12/9/2019	Gange, Caroline	Review notice of public health filing (.3).	0.30	235.50
12/11/2019	Gange, Caroline	Review new program proposals (.4); draft update email to AHC re same (.8).	1.20	942.00
12/17/2019	Gange, Caroline	Review articles re senators' letter re bonuses (.5).	0.50	392.50



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/18/2019	Eckstein, Kenneth H.	Prep for court hearing, review & outline court statement (.8).	0.80	1,080.00
12/19/2019	Ringer, Rachael L.	Attend hearing in White Plains re employment motion (2.5).	2.50	2,500.00
12/19/2019	Eckstein, Kenneth H.	Attend court hearing in White Plains re E&Y employment application and public health notice (2.5).	2.50	3,375.00
12/19/2019	Blain, Hunter	Telephonically attend portion of 12/19/19 hearing regarding lease rejection and retention of Earnst & Young (1.6), draft summary re same (0.4), discussions with C. Gange and R. Ringer re same hearing (0.1), review letter re wage motion (0.1).	2.20	1,210.00
12/19/2019	Gange, Caroline	Attend omnibus hearing (2.5); follow up discussions w/ R. Ringer and K. Eckstein re same (.4); prep materials and review talking points from R. Ringer re same (.6); follow up discussions w/ H. Blain (.2); review/revise update for AHC members re same (1.1).	4.80	3,768.00
<b>TOTAL</b>			<b>35.50</b>	<b>\$30,781.50</b>



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**Case Administration**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	8.50	\$11,475.00
Ringer, Rachael L.	Partner	16.10	16,100.00
Gange, Caroline	Associate	9.20	7,222.00
Blain, Hunter	Law Clerk	1.40	770.00
Minerva, Benjamin	Paralegal	4.10	1,640.00
<b>TOTAL FEES</b>		<b>39.30</b>	<b>\$37,207.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Ringer, Rachael L.	Emails with A. Troop re: protective order (.2), emails with KL team re: same (.2). Call with M. Huebner re: protective order and re: other case updates (.5), further review/revise protective order (.7), call w/ E. Vonnegut re: same (.1).	1.70	\$1,700.00
12/2/2019	Eckstein, Kenneth H.	Call w/ J. Uzzi re protective order issues (0.4); follow-up w/ R. Ringer re same (0.3); call w/ client re same (0.6); call w/ A. Troop, F. Feiner re same (0.4); follow-up call w/ J. Uzzi re same (0.4); c/w R. Ringer re protective order issues (0.5).	2.60	3,510.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); prepare device form for 12/04 hearing (0.1).	0.30	120.00
12/3/2019	Ringer, Rachael L.	Revise updates re: protective order (.2).	0.20	200.00
12/3/2019	Ringer, Rachael L.	Emails with G. Uzzi re: protective order (.2), emails with KL team/AHC professionals re: same (.5), emails with AHC members re: same (.3).	1.00	1,000.00
12/3/2019	Eckstein, Kenneth H.	Conf call w/ Sackler counsel re protective order (0.4); review revised draft of protective order (0.4); c/w R. Ringer re same (0.3).	1.10	1,485.00
12/3/2019	Minerva, Benjamin	Update internal records re: court filings (0.1); prepare electronic device form for 12/04/19 hearing (0.2); emails with courtroom deputy re: same (0.1).	0.40	160.00
12/4/2019	Ringer, Rachael L.	Discussions with Milbank/Debevoise re: protective order (.6), draft email to AHC professionals re: same (.3), discussion with A. Troop re: same (.3), review revised version of protective order (.5), discussion with Akin re: same (.4).	2.10	2,100.00
12/4/2019	Eckstein, Kenneth H.	Review protective order, revisions (0.4); call w/ J. Uzzi re protective order (0.3); c/w R. Ringer re same (0.3); correspond w/ clients re same (0.2).	1.20	1,620.00
12/4/2019	Gange, Caroline	Review markup of protective order (.7); emails w/ AHC professionals re same (.6).	1.30	1,020.50



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Minerva, Benjamin	Update internal records re: court filings (0.2).	0.20	80.00
12/5/2019	Ringer, Rachael L.	Draft update re: protective order (.4), emails with KL team/AHC members re: same (.2), emails with non-consenting states re: protective order (.6), call with non-consenting states re: same (.4), call with Milbank re: same (.2), emails with Milbank re: same (.2).	2.00	2,000.00
12/5/2019	Eckstein, Kenneth H.	Review protective order correspondence (0.2); c/w R. Ringer and review open issues re protective order (0.5); c/w R. Ringer re case status (0.4).	1.10	1,485.00
12/5/2019	Gange, Caroline	Call w/ non-consenting states re protective order (0.4); follow up w/ and review emails from R. Ringer re same (0.4).	0.80	628.00
12/9/2019	Ringer, Rachael L.	Further review/revisions to protective order (1.6), discussions and emails with non-consenting states and K. Eckstein re: same (1.1), call with DPW re: same (.8).	3.50	3,500.00
12/9/2019	Eckstein, Kenneth H.	Conf call re Protective Order w/ Gilbert, A. Troop, R. Ringer (0.8); follow-up review of protective order (0.4).	1.20	1,620.00
12/9/2019	Blain, Hunter	Summarize Arizona S. Ct. decision and other filings for client update (0.5), analyze Arizona's brief to determine effects of S. Ct. order (0.3).	0.80	440.00
12/9/2019	Gange, Caroline	Review Protective Order (.5).	0.50	392.50



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/9/2019	Gange, Caroline	Review SC decision on Arizona lawsuits (.4).	0.40	314.00
12/10/2019	Ringer, Rachael L.	Discussion with E. Vonnegut re: protective order (.4).	0.40	400.00
12/10/2019	Blain, Hunter	Prepare key docs mini binder (0.2), communications with B. Minerva re same (0.1).	0.30	165.00
12/10/2019	Minerva, Benjamin	Prepare binder re: AHC Bylaws, Reimbursement order and other administrative docs.	0.40	160.00
12/12/2019	Minerva, Benjamin	Register new check request for 12/4 hearing transcript.	0.20	80.00
12/13/2019	Ringer, Rachael L.	Call with all parties re: protective order (.8).	0.80	800.00
12/13/2019	Eckstein, Kenneth H.	Correspond w/ M. Huebner, A. Preis re banker (0.4).	0.40	540.00
12/13/2019	Gange, Caroline	Emails w Brown Rudnick and B. Minerva re transcripts (.2).	0.20	157.00
12/13/2019	Minerva, Benjamin	Organize hearing transcripts.	0.20	80.00
12/16/2019	Ringer, Rachael L.	Emails with M. Hurley re: protective order (.3), call with E. Vonnegut re: protective order (.2), review drafts of same (.3), call with Z. Levine re: stipulation questions (.4).	1.20	1,200.00
12/16/2019	Minerva, Benjamin	Update and organize internal records re: court filings (0.2); update KL team outlook invitations re: omnibus hearings (0.2).	0.40	160.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/17/2019	Gange, Caroline	Discuss case updates w/ H. Blain (.1); review matters going forward on 12/19 and recent docket updates (.3).	0.40	314.00
12/17/2019	Minerva, Benjamin	Coordinate telephonic participation in hearing (0.3); emails with C. Gange and H. Blain re: same (0.1); prepare electronic device form for 12/19 hearing (0.1).	0.50	200.00
12/18/2019	Ringer, Rachael L.	Emails with K. Eckstein re: updates/next steps (.3), call with M. Huebner re: same (.5), call with FTI re: same (.3), call with E. Vonnegut re: edits to protective order, emails with E. Vonnegut re: same (.3), emails/calls with Milbank/DPW re: same (.5).	1.90	1,900.00
12/18/2019	Eckstein, Kenneth H.	Call w/ AHC professionals re Protective Order (.4).	0.40	540.00
12/18/2019	Blain, Hunter	Coordinate with B. Minerva and C. Gange regarding 12/19 hearing.	0.10	55.00
12/18/2019	Gange, Caroline	Coordinate dial in for hearing (.3); call w/ Debtors and non-consenting states re PO (.8); review markup of PO (.6).	1.70	1,334.50
12/18/2019	Minerva, Benjamin	Multiple calls with courtcall re: 12/19 hearing (0.4); emails with C. Gange re: same (0.2); prepare electronic device form for 12/19 hearing (0.1); emails with C. Gange and courtroom deputy re: same (0.2).	0.90	360.00





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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/19/2019	Eckstein, Kenneth H.	Emails with R. Ringer re case status (.5).	0.50	675.00
12/19/2019	Gange, Caroline	Call w/ DPW re protective order (.5); review emails from R. Ringer re same (.2).	0.70	549.50
12/19/2019	Minerva, Benjamin	Calls with courtroom deputy re: 12/19 hearing electronic device form.	0.20	80.00
12/20/2019	Gange, Caroline	Emails w/ AHC profs and R. Ringer re FTL engagement (.2).	0.20	157.00
12/20/2019	Minerva, Benjamin	Update internal records re: court filings.	0.20	80.00
12/21/2019	Gange, Caroline	Review docket updates re Milbank presentation and emails w/ AHC professionals re same.	1.20	942.00
12/23/2019	Ringer, Rachael L.	Call with Debtors and AHC professionals re case updates (1.1), calls with K. Eckstein re: same (.2).	1.30	1,300.00
12/23/2019	Blain, Hunter	Review and organize Stipulation Presentation in internal systems, coordinate with B. Minerva regarding formatting for distribution.	0.20	110.00
12/23/2019	Gange, Caroline	Call w/ Debtors re case updates/status (1.1); follow-up emails with AHC profs re same (.3).	1.40	1,099.00
12/23/2019	Minerva, Benjamin	Organize stipulation presentation docs.	0.20	80.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/30/2019	Gange, Caroline	Discussions re case updates with KL team (.3), review docket updates (.1).	0.40	314.00
<b>TOTAL</b>			<b>39.30</b>	<b>\$37,207.00</b>



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## Claims Analysis

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	1.20	\$1,620.00
Ringer, Rachael L.	Partner	1.60	1,600.00
Blabey, David E.	Counsel	6.50	6,370.00
Gange, Caroline	Associate	3.50	2,747.50
<b>TOTAL FEES</b>		<b>12.80</b>	<b>\$12,337.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Blabey, David E.	Draft and edit client update email re bar date issues.	1.30	\$1,274.00
12/2/2019	Gange, Caroline	Review updates re bar date (0.6); emails w/ D. Blabey and R. Ringer re same (0.3); draft update for AHC re same (1.9).	2.80	2,198.00
12/4/2019	Blabey, David E.	Research on bar date issues (4); review and comment on client update (.3).	4.30	4,214.00
12/9/2019	Blabey, David E.	Emails with AHC professionals re bar date motion.	0.20	196.00
12/13/2019	Blabey, David E.	Correspond with K. Eckstein and AHC professionals re bar date.	0.70	686.00
12/20/2019	Ringer, Rachael L.	Emails with AHC re: filing/docket updates (.5).	0.50	500.00



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**Claims Analysis**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/27/2019	Eckstein, Kenneth H.	Conf call w/A. Troop re case issues/strategy and bar date (.8); follow up emails w/R. Ringer re same (.4).	1.20	1,620.00
12/30/2019	Ringer, Rachael L.	Prepare for and attend call with A. Troop, K. Maclay and J. McClammy re: bar date issues (0.7), follow-up emails with KL team and AHC professionals re: same (0.3), discussion re same with C. Gange (0.1).	1.10	1,100.00
12/30/2019	Gange, Caroline	Discussions re bar date w/ R. Ringer.	0.10	78.50
12/31/2019	Gange, Caroline	Review emails re bar date/case updates.	0.60	471.00
<b>TOTAL</b>			<b>12.80</b>	<b>\$12,337.50</b>



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**Employment and Fee Applications**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	0.50	\$675.00
Ringer, Rachael L.	Partner	5.20	5,200.00
Blabey, David E.	Counsel	1.20	1,176.00
Gange, Caroline	Associate	50.60	39,721.00
Blain, Hunter	Law Clerk	18.30	10,065.00
Minerva, Benjamin	Paralegal	20.10	8,040.00
<b>TOTAL FEES</b>		<b>95.90</b>	<b>\$64,877.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Ringer, Rachael L.	Emails with H. Blain re: invoices (.3).	0.30	\$300.00
12/2/2019	Gange, Caroline	Review invoices for privilege/confidentiality issues (2.9); emails w/ AHC profs re billing procedures (0.3); review AHC members' Fee Statements (0.9); emails w/ H. Blain re same (0.3).	4.40	3,454.00



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#### Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Blain, Hunter	Compose email to R. Ringer regarding team update for billing (0.1), compose team update re same (0.3), answer questions from KL team re same (0.1), review Sept/Oct bill for privilege/confidentiality issues (1.3).	1.80	990.00
12/2/2019	Minerva, Benjamin	Various calls and emails with C. Gange and H. Blain re: September/October fee statement (0.5).	0.50	200.00
12/3/2019	Blain, Hunter	Review Sept/Oct bill for privilege/confidentiality issues and compliance with UST guidelines.	0.60	330.00
12/3/2019	Gange, Caroline	Review Sept/Oct bill for privilege/confidentiality issues and compliance with UST guidelines (1.6); emails w/ H. Blain re same (0.2); review AHC professionals fee apps (.8); discussions w/ Gilbert re fee apps (.4).	3.00	2,355.00
12/3/2019	Minerva, Benjamin	Update September/October fee statement (2.8); emails, calls and discussions with H. Blain and billing re: same (0.5).	3.30	1,320.00
12/4/2019	Gange, Caroline	Review KL fee application (1.1); review Gilbert, Otterbourg, FTI fee applications (1); emails w/ H. Blain re same (0.2).	2.30	1,805.50



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### Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Blain, Hunter	Review Sept/Oct bill for privilege/confidentiality issues and compliance with UST guidelines (0.4), draft first fee statement (2.0).	2.40	1,320.00
12/4/2019	Minerva, Benjamin	Prepare September/October fee statement (0.4); emails with H. Blain and billing re: same (0.1).	0.50	200.00
12/5/2019	Gange, Caroline	Review/revise fee statement (2.2); review other AHC professionals' fee statements for confidentiality/privilege (1.2); coordinate w/ H Blain re same (0.6); emails w/ AHC pros re same (0.4); draft email to AHC re fee update (0.7).	5.10	4,003.50
12/5/2019	Blain, Hunter	Revise fee statement (0.6), finalize statement for AHC review (0.5), emails with C. Gange re same (0.5).	1.60	880.00
12/5/2019	Minerva, Benjamin	Prepare September/October fee statement (2.7); emails with H. Blain and billing re: same (0.2).	2.90	1,160.00
12/6/2019	Gange, Caroline	Review KL fee statement for privilege/confidentiality issues (1.9); discuss same w/ H. Blain (0.3); review other AHC professionals fee statements (.8); call w/ DPW re same (.2); revise email update for AHC re same (0.4); review November bills (0.3).	3.90	3,061.50
12/6/2019	Blain, Hunter	Revise fee statement as per R. Ringer and D. Blabey (1.6), emails with R. Ringer and C. Gange re same (0.3).	1.90	1,045.00



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### Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/8/2019	Gange, Caroline	Emails w/ AHC professionals re Fee Statements.	0.30	235.50
12/9/2019	Ringer, Rachael L.	Review/finalize all fee applications for filing (3.0), discuss same with AHC members (.3), emails with AHC members and AHC professionals re: same (.3).	3.60	3,600.00
12/9/2019	Blabey, David E.	Finalize fee app (1.1), emails with H. Blain re same (0.1).	1.20	1,176.00
12/9/2019	Gange, Caroline	Multiple revisions to KL Fee Statement (1.5); finalize other AHC professionals' fee statements (1.9); calls and emails w/ AHC professionals re same (1.3); discussions w/ R. Ringer and H. Blain re same (.9).	5.60	4,396.00
12/9/2019	Blain, Hunter	Review September/October fee application (0.4); emails with R. Ringer, D. Blabey, and C. Gange re: same (0.1), draft second fee statement (0.3), review November invoice for privilege/confidentiality issues and compliance with UST guidelines (1.8), finalize September/October fee statement (1.8), emails with R. Ringer re fee statement (0.1).	4.50	2,475.00
12/9/2019	Minerva, Benjamin	Prepare and file KL September/October fee statements (2.1); prepare and file other AHC professionals fee applications (3.0) prepare service re: same (0.4).	5.50	2,200.00





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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/10/2019	Blain, Hunter	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines (1.0).	1.00	550.00
12/10/2019	Minerva, Benjamin	Coordinate filed fee statements/applications (0.5); emails with KL team re: same (0.2).	0.70	280.00
12/11/2019	Blain, Hunter	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines (0.9), review reimbursement request from AHC member (0.1).	1.00	550.00
12/13/2019	Blain, Hunter	Coordinate with B. Minerva regarding revisions to November bill.	0.10	55.00
12/13/2019	Gange, Caroline	Review email from K. Eckstein re Houlihan and emails w/ R. Ringer re same (.3). Emails w/ AHC professionals re fee app procedures (.3). Calls w/ AHC members re procedures for reimbursement of expenses (0.3), review and compose emails with AHC professionals re fee application procedures (0.3).	1.20	942.00
12/13/2019	Minerva, Benjamin	Prepare November fee statement (2.2); emails with H. Blain and billing re: same (0.2).	2.40	960.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/16/2019	Gange, Caroline	Review scope of banker/FA engagements (1.3); review emails w/ UCC re Houlihan retention (.2); review emails from K. Eckstein re same (.2); review/strategize issues re Houlihan retention and discussions w/ R. Ringer re same (.9).	2.60	2,041.00
12/17/2019	Ringer, Rachael L.	Emails re: Houlihan retention (.2), call with AHC professionals re: same (.5), call with A. Preis and DPW re: same (.6).	1.30	1,300.00
12/17/2019	Blain, Hunter	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines (0.1), emails with B. Minerva re same (0.1).	0.20	110.00
12/17/2019	Gange, Caroline	Call w/ AHC professionals re Houlihan engagement (.5); call w/ DPW/Akin re Houlihan (.7); discuss same w/ R. Ringer (.3).	1.50	1,177.50
12/17/2019	Gange, Caroline	Review invoices for privilege/confidentiality issues and compliance with UST guidelines (2.5); discuss same w/ H. Blain and B. Minerva (.2).	2.70	2,119.50
12/17/2019	Minerva, Benjamin	Various emails with KL team re: November fee statement (0.3); review revised draft re: same (0.2); update November fee statement (0.4).	0.90	360.00
12/18/2019	Eckstein, Kenneth H.	Review Houlihan engagement terms (.5).	0.50	675.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/18/2019	Gange, Caroline	Review invoice for privilege/confidentiality issues and compliance with UST guidelines (1.9); emails w/ AHC profs re November fees (.2); discuss same w/ H. Blain (.1).	2.20	1,727.00
12/18/2019	Minerva, Benjamin	Update November fee statement (2.0); emails with C. Gange and billing re: same (0.2).	2.20	880.00
12/19/2019	Blain, Hunter	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines.	0.20	110.00
12/19/2019	Blain, Hunter	Finalize FTL engagement letter.	0.20	110.00
12/19/2019	Gange, Caroline	Emails w AHC profs re Fee App procedures.	0.20	157.00
12/19/2019	Gange, Caroline	Compile FTL engagement letter (0.2); emails w/ AHC profs and R. Ringer re same (0.1).	0.30	235.50
12/20/2019	Gange, Caroline	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines (2.6); discussions w/ H. Blain re same (0.1).	2.70	2,119.50
12/23/2019	Blain, Hunter	Discussion with C. Gange regarding November bill/fee statement.	0.10	55.00
12/23/2019	Gange, Caroline	Discuss fee statements w/ H. Blain (0.1); further review of November invoice for privilege/confidentiality issues and compliance with UST guidelines (2.3).	2.40	1,884.00



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### Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/24/2019	Minerva, Benjamin	Update November fee statement.	0.60	240.00
12/26/2019	Blain, Hunter	Review/revise November 2019 bill in preparation for second monthly fee statement (2.0), edit second monthly fee statement (0.1), coordinate with C. Gange and B. Minerva re bill edits and fee statement (0.1).	2.20	1,210.00
12/26/2019	Gange, Caroline	Review AHC professionals' latest invoices for confidentiality issues (2.4); review emails from H. Blain re: same (0.5) and emails w/ H. Blain re same (0.2); review Gilbert November Fee Statement (0.5).	3.60	2,826.00
12/27/2019	Minerva, Benjamin	Update November fee statement (0.6).	0.60	240.00
12/30/2019	Blain, Hunter	Discussions with C. Gange regarding status of November bill (0.2), review November bill in preparation for fee statement (0.2), coordinate with F. Arias regarding same (0.1).	0.50	275.00
12/30/2019	Gange, Caroline	Review November invoice for privilege/confidentiality issues and compliance with UST guidelines (1.8); emails and discussions w/ H. Blain re same (0.2).	2.00	1,570.00
12/30/2019	Gange, Caroline	Review KL and AHC profs fee statements for filing.	1.60	1,256.00
12/31/2019	Gange, Caroline	Prepare November monthly fee statement (2.8); emails w/ KL team re same (.2).	3.00	2,355.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
TOTAL			95.90	\$64,877.00



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**Emergency Financing**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	8.80	\$11,880.00
Ringer, Rachael L.	Partner	4.20	4,200.00
Gange, Caroline	Associate	7.10	5,573.50
<b>TOTAL FEES</b>		<b>20.10</b>	<b>\$21,653.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/3/2019	Ringer, Rachael L.	Prepare for (.2) and attend call with AHC subcommittee re: ERF (.9).	1.10	\$1,100.00
12/9/2019	Eckstein, Kenneth H.	Review and revise ERF memo (1.2).	1.20	1,620.00
12/10/2019	Gange, Caroline	Review AHC ERF proposal.	0.70	549.50
12/11/2019	Eckstein, Kenneth H.	C/w D. Nachman re ERF (0.3); email w/ R. Ringer re same (0.4).	0.70	945.00
12/11/2019	Eckstein, Kenneth H.	Correspond w/ AHC professionals re ERF (0.4).	0.40	540.00
12/13/2019	Ringer, Rachael L.	Prepare for (0.3) and attend meeting with non-consenting states re: ERF and other case issues (2.2).	2.50	2,500.00



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### Emergency Financing

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/13/2019	Eckstein, Kenneth H.	Attend meeting at Pillsbury w/ members of AHC and non-consenting States re ERF (2.2); review emergency relief fund outline (0.1).	2.30	3,105.00
12/13/2019	Eckstein, Kenneth H.	Correspond with AHC professionals re ERF, other case issues (0.3).	0.30	405.00
12/13/2019	Gange, Caroline	Review markup of ERF proposal (1.5); discussions w/ R. Ringer re same (.2).	1.70	1,334.50
12/13/2019	Gange, Caroline	Telephonically attend meeting with non-consenting states re ERF (2.2).	2.20	1,727.00
12/15/2019	Gange, Caroline	Review revised ERF proposals.	2.50	1,962.50
12/16/2019	Eckstein, Kenneth H.	Correspond w/ A. Preis, M. Huebner re ERF (.5); review correspondence from AHC professionals re ERF (.8); review ERF term sheet w/ non-state revisions (1.5); corr. R. Ringer re same (.3).	3.10	4,185.00
12/18/2019	Eckstein, Kenneth H.	Attend AHC professionals call re ERF and other case issues, including prep for hearing (.8).	0.80	1,080.00
12/18/2019	Ringer, Rachael L.	Draft talking points for hearing re: ERF (.3), emails with K. Eckstein and D. Molton re: same (.3).	0.60	600.00
<b>TOTAL</b>			<b>20.10</b>	<b>\$21,653.50</b>



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	12.60	\$17,010.00
Ringer, Rachael L.	Partner	21.90	21,900.00
Blabey, David E.	Counsel	5.50	5,390.00
Gange, Caroline	Associate	15.70	12,324.50
Kontorovich, Ilya	Associate	1.20	1,014.00
Blain, Hunter	Law Clerk	9.50	5,225.00
<b>TOTAL FEES</b>		<b>66.40</b>	<b>\$62,863.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Ringer, Rachael L.	Prepare for (.3) and attend calls with non-consenting states (.7) and AHC members re: protective order (.5).	1.50	\$1,500.00
12/2/2019	Gange, Caroline	Prepare update email for AHC re recent filings and case updates (1.2).	1.20	942.00
12/3/2019	Eckstein, Kenneth H.	Conf call w/ AHC members re revision to protective order (0.5).	0.50	675.00
12/3/2019	Ringer, Rachael L.	Draft AHC update email re: case developments (.4); further review/revise AHC updates (.6), emails with M. Huebner re: questions on upcoming hearing (.2).	1.20	1,200.00





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/3/2019	Blabey, David E.	Review and comment on draft client update emails.	0.40	392.00
12/5/2019	Ringer, Rachael L.	Prepare for (.9), and attend AHC call re case updates, schedule and open issues (1.0), follow-up discussion with K. Eckstein re: same (.2).	2.10	2,100.00
12/5/2019	Eckstein, Kenneth H.	Attend AHC conference call re case updates, schedule, and open issues (1.0).	1.00	1,350.00
12/5/2019	Blabey, David E.	Attend part of AHC weekly call.	0.30	294.00
12/5/2019	Blain, Hunter	Prepare for (0.1) and telephonically attend weekly call with AHC members (1.0).	1.10	605.00
12/5/2019	Kontorovich, Ilya	Prepare for (0.2) and participate in AHC weekly update call re diligence/corporate issues (1.0).	1.20	1,014.00
12/5/2019	Gange, Caroline	Prep for (0.4) and participate in weekly call w/ AHC (1.0); draft update email re same (0.8).	2.20	1,727.00
12/9/2019	Ringer, Rachael L.	Draft email to AHC re: recent filings and case updates (.5), review/revise updates re: same (.4), call with M. Cyganowski re: same (.3).	1.20	1,200.00
12/9/2019	Blabey, David E.	Review and comment on client update.	0.30	294.00
12/9/2019	Gange, Caroline	Update emails w/ AHC re: scheduling, case issues, AHC member questions (1.2).	1.20	942.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/11/2019	Ringer, Rachael L.	Attend meeting with AHC members re: prep for AHC in-person meeting (2.0), draft email update to AHC (.3).	2.30	2,300.00
12/11/2019	Blain, Hunter	Prepare documents in preparation for in-person AHC meeting.	0.80	440.00
12/12/2019	Ringer, Rachael L.	Prepare for and attend AHC meeting re: current case issues (7.2), follow-up meeting with non-consenting states re: ERF (1.3).	8.50	8,500.00
12/12/2019	Eckstein, Kenneth H.	Full day meeting at KL with AHC (7.2); meet w/ members of dissenting States re ERF, PO, other issues (1.3).	8.50	11,475.00
12/12/2019	Blabey, David E.	Attend portions of AHC meeting.	3.20	3,136.00
12/12/2019	Blain, Hunter	Telephonically attend portions of AHC member meeting (4.1), emails with R. Ringer re in person AHC meeting documents (0.3), coordination re same (0.4), telephonically attend of meeting with AHC members and non-consenting state group regarding emergency relief fund and related issues (1.3).	6.10	3,355.00
12/12/2019	Gange, Caroline	Prep for (.6) and telephonically attend meetings w/ AHC (7.2).	7.80	6,123.00
12/13/2019	Eckstein, Kenneth H.	Discussions with AHC re diligence, protective order, banker (0.3).	0.30	405.00
12/15/2019	Eckstein, Kenneth H.	Correspond w/ AHC professionals re case status (.4).	0.40	540.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/17/2019	Ringer, Rachael L.	Call with AHC members and non-consenting states re: Sackler presentations (.9).	0.90	900.00
12/18/2019	Ringer, Rachael L.	Emails with AHC professionals re: meeting agenda and case updates (.9), further revise agenda (.3), prepare for (.4) and attend call with AHC re: updates (1.3).	2.90	2,900.00
12/18/2019	Eckstein, Kenneth H.	Prep for (.1) and attend AHC call (1.3), follow-up call with certain AHC members re ERF and other updates (0.5).	1.90	2,565.00
12/18/2019	Blabey, David E.	Attend weekly AHC call.	1.30	1,274.00
12/18/2019	Gange, Caroline	Participate in AHC call (1.3); follow up corr. w/ R. Ringer and K. Eckstein re same (0.6), corr. with R. Ringer and H. Blain re same (0.1).	2.00	1,570.00
12/18/2019	Blain, Hunter	Prepare for (0.1) and attend AHC call (1.3), corr. with R. Ringer and C. Gange re same (0.1).	1.50	825.00
12/19/2019	Ringer, Rachael L.	Numerous emails and calls with AHC members and professionals re: meetings and next steps in case (1.3).	1.30	1,300.00
12/19/2019	Gange, Caroline	Review AHC update emails re hearing, ERF.	0.40	314.00
12/20/2019	Gange, Caroline	Review docket updates re Sackler presentations and emails with R. Ringer and AHC re same (.9).	0.90	706.50
<b>TOTAL</b>			<b>66.40</b>	<b>\$62,863.50</b>



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**Non-Working Travel**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEEs
Eckstein, Kenneth H.	Partner	2.00	\$2,700.00
Ringer, Rachael L.	Partner	5.00	5,000.00
Gange, Caroline	Associate	1.40	1,099.00
<b>TOTAL FEES</b>		<b>8.40</b>	<b>\$8,799.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Ringer, Rachael L.	Travel to and from hearing re wage motion.	1.50	\$1,500.00
12/19/2019	Eckstein, Kenneth H.	Travel to and from White Plains (2.0).	2.00	2,700.00
12/19/2019	Ringer, Rachael L.	Travel to/from hearing (3.5).	3.50	3,500.00
12/19/2019	Gange, Caroline	Travel to/from White Plains hearing.	1.40	1,099.00
<b>TOTAL</b>			<b>8.40</b>	<b>\$8,799.00</b>



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**Plan and Disclosure Statement**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	9.30	\$10,230.00
Eckstein, Kenneth H.	Partner	12.40	16,740.00
Ringer, Rachael L.	Partner	7.40	7,400.00
Rosenbaum, Jordan M.	Partner	6.40	6,880.00
Stoopack, Helayne O.	Counsel	4.40	4,378.00
Cubell, Michael B.	Associate	13.80	13,386.00
Gange, Caroline	Associate	26.70	20,959.50
Kontorovich, Ilya	Associate	6.10	5,154.50
Blain, Hunter	Law Clerk	0.10	55.00
<b>TOTAL FEES</b>		<b>86.60</b>	<b>\$85,183.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/2/2019	Bessonette, John	Calls and emails w/ AHC professionals re transaction outline.	0.70	\$770.00
12/2/2019	Cubell, Michael B.	Draft/revise Purdue transaction document outline.	3.20	3,104.00
12/3/2019	Rosenbaum, Jordan M.	Review transaction outline.	1.50	1,612.50



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/3/2019	Bessonette, John	Emails with M. Cubell and I. Kontorovich re transaction outline (1.9); discussion with I. Kontorovich re same (0.9); review and revise transaction outline memo (2.0).	4.80	5,280.00
12/3/2019	Eckstein, Kenneth H.	Review RSA outline (0.7); c/w J. Rosenbaum re same (1.0); corr. w/ R. Ringer re RSA work plan (0.2).	1.90	2,565.00
12/3/2019	Stoopack, Helayne O.	Correspond with J. Bessonette, M. Greenberg re RSA documentation.	0.10	99.50
12/3/2019	Kontorovich, Ilya	Review, comment on draft transaction document outline (1.9); discussions with J. Bessonette re: same (.9).	2.80	2,366.00
12/3/2019	Cubell, Michael B.	Review revised draft of the Purdue Transaction Document Outline (1.6); review J. Rosenbaum comments to same (0.6).	2.20	2,134.00
12/3/2019	Gange, Caroline	Review/revise outline of RSA, MTA, and Plan.	2.30	1,805.50
12/4/2019	Rosenbaum, Jordan M.	Draft and review transaction outline (.8), meeting with R. Ringer and KL Corporate team re: same (1.0).	1.80	1,935.00
12/4/2019	Ringer, Rachael L.	Discussion with J. Rosenbaum and KL corporate team re: transaction outline (1.0).	1.00	1,000.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/4/2019	Bessonette, John	Meeting with R. Ringer, J. Rosenbaum and M. Cubell re transaction outline (1.0); emails re same with J. Rosenbaum and M. Cubell (.8).	1.80	1,980.00
12/4/2019	Kontorovich, Ilya	Discussions and emails re comments to transaction outline with J. Rosenbaum, J. Bessonette.	0.30	253.50
12/4/2019	Cubell, Michael B.	Meeting with R. Ringer and KL corporate team to discuss transaction document outline (1); multiple revisions to transaction document outline (4.2).	5.20	5,044.00
12/5/2019	Bessonette, John	Emails with KL bankruptcy and corporate team regarding transaction outline and next steps.	0.50	550.00
12/5/2019	Ringer, Rachael L.	Review transaction outline (0.3), draft revisions to same (0.6).	0.90	900.00
12/5/2019	Gange, Caroline	Revise transaction outline.	0.90	706.50
12/6/2019	Rosenbaum, Jordan M.	Review/revise transaction outline (1.1), meeting with M. Cubell re transaction document outline (0.2).	1.30	1,397.50
12/6/2019	Cubell, Michael B.	Meeting with J. Rosenbaum to discuss transaction document outline (0.2); revise transaction document outline based on meeting and comments from K. Eckstein (2.0).	2.20	2,134.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/6/2019	Gange, Caroline	Review/revise Transaction Outline (4.3); emails/discussions w/ J. Rosenbaum; J. Bessonette; R. Ringer re same (1.3); create outline of potential timeline (1.0).	6.60	5,181.00
12/8/2019	Gange, Caroline	Review and compose emails w/ AHC professionals re transaction outline.	0.40	314.00
12/9/2019	Ringer, Rachael L.	Revise outline of RSA documents, discuss same with K. Eckstein (.4), discuss same with C. Gange (.4).	0.80	800.00
12/9/2019	Bessonette, John	Review and reply to emails re transaction outline (0.1); edit transaction outline (0.7).	0.80	880.00
12/9/2019	Eckstein, Kenneth H.	Review and comment on transaction outline (1.6); c/w R. Ringer to revise (.4).	2.00	2,700.00
12/9/2019	Stoopack, Helayne O.	Review draft Transaction document list outline (1.6); review from emails J. Bessonette re: same (0.2); review transaction outline (1.3).	3.10	3,084.50
12/9/2019	Blain, Hunter	Review RSA precedent.	0.10	55.00
12/9/2019	Gange, Caroline	Meet w/ R. Ringer re transaction outline (.4); revise same (1); emails w/ KL team re same (.2) prepare outline of milestones (.7).	2.30	1,805.50
12/10/2019	Eckstein, Kenneth H.	Review revised RSA outline (.9); correspond with R. Ringer re same (.3).	1.20	1,620.00
12/11/2019	Rosenbaum, Jordan M.	Review of transaction outline.	0.60	645.00





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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/11/2019	Eckstein, Kenneth H.	Discussions w/ J. Rosenbaum, C. Gange re transaction outline (0.4).	0.40	540.00
12/11/2019	Gange, Caroline	Review transaction outline (1.3); multiple discussions w/ K. Eckstein, J. Rosenbaum, J.Bessonette re same (.4).	1.70	1,334.50
12/12/2019	Bessonette, John	Review revised transaction document outline (.4), discuss same with J. Rosenbaum and I. Kontorovich (.3).	0.70	770.00
12/12/2019	Rosenbaum, Jordan M.	Review/revise transaction outline (.7), discuss same with J. Bessonette and I. Kontorovich (.3).	1.00	1,075.00
12/12/2019	Eckstein, Kenneth H.	Review/revise transaction outline, (1.1); c/w C. Gange re same (.3).	1.40	1,890.00
12/12/2019	Gange, Caroline	Review/revise transaction outline (2.8); discussions w/ J. Rosenbaum and K. Eckstein re same (.3).	3.10	2,433.50
12/12/2019	Kontorovich, Ilya	Revise transaction document list/outline (2.7), discuss same with J. Rosenbaum, J. Bessonette (.3).	3.00	2,535.00
12/12/2019	Cubell, Michael B.	Review revised draft of transaction document outline.	1.00	970.00
12/13/2019	Ringer, Rachael L.	Discussion with K. Eckstein re: transaction outline (1.1), review/revise same (.5).	1.60	1,600.00
12/13/2019	Eckstein, Kenneth H.	Meet w/ R. Ringer re transaction outline (1.1), revise same (.3).	1.40	1,890.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
12/13/2019	Gange, Caroline	Review/revise transaction outline markup (2.7) and discuss same w/ J. Bessonette (.2).	2.90	2,276.50
12/15/2019	Eckstein, Kenneth H.	Further revise transaction outline (.8).	0.80	1,080.00
12/16/2019	Rosenbaum, Jordan M.	Review of term sheet.	0.20	215.00
12/16/2019	Ringer, Rachael L.	Review/revise transaction outline(.6), emails with KL team re: same (.3), further review/revise outline (1.8), send same to AHC professionals (.1), call with K. Eckstein re same (.3).	3.10	3,100.00
12/16/2019	Eckstein, Kenneth H.	Review revisions to transaction outline and further comments (1.1); c/w R. Ringer re comments to same (.3).	1.40	1,890.00
12/16/2019	Gange, Caroline	Multiple revisions to transaction outline (3.9); emails with J. Rosebaum and J. Bessonette re same (.4); review AHC emails re same (2.1).	6.40	5,024.00
12/17/2019	Stoopack, Helayne O.	Review Transaction Documents Outline.	1.20	1,194.00
12/20/2019	Eckstein, Kenneth H.	Review materials re RSA, transaction outline (.7).	0.70	945.00
12/22/2019	Eckstein, Kenneth H.	Calls w/S. Gilbert re Houlihan, FTI, RSA, work plan, issues (1.0); follow up emails w/R. Ringer re same (0.2).	1.20	1,620.00
12/27/2019	Gange, Caroline	Discussions re transaction outline w/ J. Rosenbaum.	0.10	78.50
<b>TOTAL</b>			<b>86.60</b>	<b>\$85,183.00</b>

**Kramer Levin**



March 16, 2020

Ad Hoc Committee of Governmental and Other  
Contingent Litigation Claimants

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**FOR PROFESSIONAL SERVICES rendered through January 31, 2020.**

Fees	\$398,419.50
Less 50% Discount on Non-Working Travel matter	(2,834.00)
Fee Subtotal	395,585.50
Disbursements and Other Charges	4,712.17
<b>TOTAL BALANCE DUE</b>	<b>\$400,297.67</b>

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas, New York, NY 10036  
T 212.715.9100 F 212.715.8000



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**MATTER SUMMARY**

**For professional services rendered through January 31, 2020 in connection with the following matters:**

<b>Matter</b>	<b>Matter Name</b>	<b>Fees</b>	<b>Disbs</b>	<b>Total</b>
072952-00001	Asset Analysis and Recovery	\$157,326.00	\$4,712.17	<b>\$162,038.17</b>
072952-00003	Business Operations	4,691.00	0.00	<b>4,691.00</b>
072952-00004	Case Administration	9,415.50	0.00	<b>9,415.50</b>
072952-00005	Claims Analysis	60,817.50	0.00	<b>60,817.50</b>
072952-00006	Employment and Fee Applications	20,172.00	0.00	<b>20,172.00</b>
072952-00007	Emergency Financing	50,207.00	0.00	<b>50,207.00</b>
072952-00008	Litigation	2,037.00	0.00	<b>2,037.00</b>
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	50,037.00	0.00	<b>50,037.00</b>
072952-00010	Non-Working Travel	5,668.00	0.00	<b>5,668.00</b>
072952-00011	Plan and Disclosure Statement	38,048.50	0.00	<b>38,048.50</b>
<b>Subtotal</b>		<b>398,419.50</b>	<b>4,712.17</b>	<b>403,131.67</b>
Less 50% Discount on Non-Working Travel matter				<b>(2,834.00)</b>
<b>TOTAL CURRENT INVOICE</b>				<b>\$400,297.67</b>



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**Asset Analysis and Recovery**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	14.90	\$18,252.50
Eckstein, Kenneth H.	Partner	25.00	37,500.00
Greenberg, Mayer	Partner	15.30	20,272.50
Ringer, Rachael L.	Partner	19.00	21,850.00
Rosenbaum, Jordan M.	Partner	3.30	3,960.00
Blabey, David E.	Counsel	6.90	7,245.00
Stoopack, Helayne O.	Counsel	19.40	20,855.00
Cubell, Michael B.	Associate	3.00	3,120.00
Gange, Caroline	Associate	16.60	13,944.00
Khvatskaya, Mariya	Associate	6.80	6,154.00
Kontorovich, Ilya	Associate	3.90	3,529.50
Blain, Hunter	Law Clerk	1.10	643.50
<b>TOTAL FEES</b>		<b>135.20</b>	<b>\$157,326.00</b>

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares - Odyssey	\$914.56
Courier Services	12.27
In-House/Meals	80.00
Meetings	2,777.89



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**Asset Analysis and Recovery**

DESCRIPTION	AMOUNT
Other Fees	121.00
Pacer Online Research	6.60
Photocopying	51.00
Telecommunication Charges	388.24
Transcript Fees	216.00
Westlaw Online Research	144.61
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$4,712.17</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/3/2020	Bessonette, John	Review and reply to emails w/ KL team re diligence (.2) and confs w/ KL team regarding status and upcoming action (.4).	0.60	\$735.00
1/6/2020	Bessonette, John	Review DLA Piper materials on IACs (.7), emails with KL team re same (.1).	0.80	980.00
1/6/2020	Greenberg, Mayer	Review information re tax diligence issue (0.1).	0.10	132.50
1/6/2020	Bessonette, John	Conference call with AHC professionals re current diligence (1.0).	1.00	1,225.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/6/2020	Eckstein, Kenneth H.	Conf call w/ AHC professionals re current diligence, meeting with Debtors (1.0); call w/ S. Gilbert re diligence issues and updates (0.5); call with S. Simms re same (0.5).	2.00	3,000.00
1/6/2020	Ringer, Rachael L.	Emails with FTI re: Canada litigation (.2).	0.20	230.00
1/6/2020	Ringer, Rachael L.	Call with AHC professionals re: catch-up on case issues and next steps (1.0).	1.00	1,150.00
1/6/2020	Stoopack, Helayne O.	Correspond with M. Greenberg re: tax diligence.	0.60	645.00
1/6/2020	Blabey, David E.	Corr. with K. Eckstein and R. Ringer re agenda for professionals' call (.3); call with professionals re current case issues (1.0).	1.30	1,365.00
1/6/2020	Blain, Hunter	Prepare for (0.1) and telephonically attend AHC professionals call regarding current progress and next steps re diligence(1.0).	1.10	643.50
1/6/2020	Gange, Caroline	Review FTI updates re Purdue Canada (0.9) and draft slides re same (0.8).	1.70	1,428.00
1/6/2020	Gange, Caroline	Prepare for (0.2) and attend (1.0) professionals calls re case updates, diligence.	1.20	1,008.00
1/6/2020	Kontorovich, Ilya	Prep for (.1) and participate on AHC professionals call re current case issues, diligence (1.0).	1.10	995.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/7/2020	Eckstein, Kenneth H.	Correspond w/ S. Gilbert re diligence (0.5); correspond w/ R. Ringer, AHC re same (0.6); call w/ M. Diaz re diligence (0.3); call w/ S. Simms re IAC diligence, compliance, other issues (0.4); correspond w/ M. Huebner re same (0.2); call with J. Rice re same (0.3); call with A. Troop re same (0.4).	2.70	4,050.00
1/7/2020	Ringer, Rachael L.	Coordinate Sackler diligence meeting and address issues with AHC members (.5).	0.50	575.00
1/7/2020	Khvatskaya, Mariya	Review diligence materials re: IAC tax issues.	0.20	181.00
1/7/2020	Gange, Caroline	Review/revise slides re Purdue Canada.	1.20	1,008.00
1/7/2020	Cubell, Michael B.	Review diligence presentation from FTI (1.7); and compose emails to KL team re same (0.3).	2.00	2,080.00
1/8/2020	Eckstein, Kenneth H.	Call w/ M. Huebner and R. Ringer re IACs (0.5); call w/ S. Gilbert, S. Simms re same (0.5); attend meeting at DLA re IAC compliance (2.0); correspond re FTI/Houlihan re diligence (0.4); call J. Rice, M. Cubell re same (0.1); c/w M. Diaz re same (0.7).	4.20	6,300.00
1/8/2020	Ringer, Rachael L.	Call with K. Eckstein and DPW re: IACs case updates, and related issues (.5), follow-up discussion with K. Eckstein re: same (.4), call with M. Diaz re: diligence meeting (.2), prepare for and attend IAC meeting (2.0).	3.10	3,565.00





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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/8/2020	Greenberg, Mayer	Review tax diligence materials.	0.40	530.00
1/8/2020	Stoopack, Helayne O.	Review FTI powerpoint re: sale of IACs (1.9).	1.90	2,042.50
1/8/2020	Kontorovich, Ilya	Telephonically attend DLA IAC meeting.	2.00	1,810.00
1/8/2020	Khvatskaya, Mariya	Review FTI materials summarizing 12/19/19 meeting (.2); prepared for tax IAC call (.2).	0.40	362.00
1/9/2020	Eckstein, Kenneth H.	Corr. w/ R. Ringer to review agenda and issue for tax call with FTI (0.6); c/w S. Gilbert re same (0.3); call w/ A. Troop re same (0.4); correspond M. Huebner re diligence(0.2); review diligence materials and correspondence in case (0.7).	2.20	3,300.00
1/9/2020	Ringer, Rachael L.	Coordinate diligence meetings and Company presentation on business plan (.5).	0.50	575.00
1/9/2020	Greenberg, Mayer	Review debtor materials re tax issues (1.4); discussion with H. Stoopack and M. Khvatskaya re same (0.4); compose follow up e-mail to KL bankruptcy group re same (0.3).	2.10	2,782.50
1/9/2020	Stoopack, Helayne O.	Attend call with FTI and Brown Rudnick re: discussion of IAC valuation and after-tax proceeds (1); discuss next steps with M. Greenberg, M. Khvatskaya (.4).	1.40	1,505.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/9/2020	Khvatskaya, Mariya	Attend call with FTI and Brown Rudnick re: discussion of IAC valuation and tax issues (1); discuss next steps with M. Greenberg and H. Stoopack (.4).	1.40	1,267.00
1/10/2020	Eckstein, Kenneth H.	Call w/ S. Gilbert and M. Huebner re diligence issues, Houlihan, FTI, upcoming meeting (0.7); c/w R. Ringer re diligence and upcoming meetings(0.4).	1.10	1,650.00
1/10/2020	Greenberg, Mayer	Review e-mail from B. Kelley re tax issues (0.1); revise tax presentation (0.3).	0.40	530.00
1/10/2020	Blabey, David E.	Review UCC diligence requests to Sacklers.	0.20	210.00
1/13/2020	Bessonette, John	Review revised draft of transaction steps outline (0.6); review and reply to emails re same (0.1).	0.70	857.50
1/13/2020	Eckstein, Kenneth H.	Conf call w/ M. Cubell re status of IAC issues (0.7).	0.70	1,050.00
1/13/2020	Ringer, Rachael L.	Emails with DPW re: info sharing (0.3), emails with A. Troop re: same (0.2).	0.50	575.00
1/13/2020	Gange, Caroline	Prepare for Sackler asset meeting.	0.80	672.00
1/14/2020	Bessonette, John	Review and reply to emails re IAC diligence matters.	0.50	612.50
1/14/2020	Blabey, David E.	Review and comment on sharing protocol with dissenting states.	0.30	315.00
1/14/2020	Gange, Caroline	Further prep for Sackler asset meeting.	0.80	672.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/15/2020	Ringer, Rachael L.	Prepare for (1.4) and attend meeting at Debevoise re: Sackler disclosures (4.1).	5.50	6,325.00
1/15/2020	Ringer, Rachael L.	Discussion with UCC counsel, Non-Consenting States, AHC professionals re: next steps on case and chapter 11 plan (1.5).	1.50	1,725.00
1/15/2020	Ringer, Rachael L.	Attend portions of meeting with AHC members to discuss ERF, RSA issues, updates from Sackler meeting, near-term case issues (1.7).	1.70	1,955.00
1/15/2020	Bessonette, John	Attend portion of Sackler asset meeting telephonically.	4.00	4,900.00
1/15/2020	Eckstein, Kenneth H.	Prepare (1.4) for and attend Sackler financial presentation at Debevoise (4.1); meet w/ advisor for UCC, AHC, dissenting States re asset presentation and ERF (1.6); meet at Otterbourg w/ AHC members re same (1.5).	8.60	12,900.00
1/15/2020	Greenberg, Mayer	Emails with FTI and BR re and tax presentation.	0.40	530.00
1/15/2020	Stoopack, Helayne O.	Review FTI email re: IAC diligence (0.5); review B. Kelly draft Executive Summary re: sale of IACS (0.6).	1.10	1,182.50
1/15/2020	Blabey, David E.	Attend portions of Sackler financial presentation by phone.	2.80	2,940.00
1/15/2020	Khvatskaya, Mariya	Review update from FTI re: transfer of funds among IACs.	0.30	271.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/15/2020	Gange, Caroline	Prep for (.4) and telephonically attend Sackler asset meeting (4.1).	4.50	3,780.00
1/15/2020	Cubell, Michael B.	Review emails from FTI re IAC diligence.	1.00	1,040.00
1/21/2020	Rosenbaum, Jordan M.	Attend portion of call re FTI diligence.	0.50	600.00
1/21/2020	Eckstein, Kenneth H.	Call w/ FTI/HL to report on diligence meetings re IACs (0.7).	0.70	1,050.00
1/21/2020	Bessonette, John	Review European diligence materials from FTI and HL (0.1); conf call with FTI/HL regarding diligence (0.7); call with H. Stoopack re tax matters related to sale of IACs (0.2).	1.00	1,225.00
1/21/2020	Ringer, Rachael L.	Attend call with HL/FTI re: Diligence update (.7); review FTI materials (.1).	0.80	920.00
1/21/2020	Greenberg, Mayer	Review items relating to tax diligence (0.6); emails with KL team re same (0.2).	0.80	1,060.00
1/21/2020	Stoopack, Helayne O.	HL/FTI conference call re: diligence update and IAC sale process (0.7); review HL/FTI slides re: same (0.6); call with J. Bessonette re: same (0.2).	1.50	1,612.50
1/21/2020	Blabey, David E.	Call with FTI, HL and AHC professionals re due diligence update.	0.70	735.00
1/21/2020	Gange, Caroline	Prepare for (0.3) and attend call w/ FTI/HL re diligence (0.7); review FTI diligence updates (0.2).	1.20	1,008.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/21/2020	Kontorovich, Ilya	Prepare for (0.1) and attend HL/FTI diligence call (0.7).	0.80	724.00
1/22/2020	Bessonette, John	Attend portions of AHC professionals call re IAC diligence, RSA and transaction document outline (0.6); review and reply to emails re same (0.1).	0.70	857.50
1/22/2020	Greenberg, Mayer	Review diligence materials relevant to tax issue (0.2); comment on same (0.2); call with FTI and Brown Rudnick re IAC sales (0.9); follow up conversation with H. Stoopack (0.2).	1.50	1,987.50
1/22/2020	Stoopack, Helayne O.	Attend call with FTI, Brown Rudnick re: sales of IACs (0.9); prepare for same (0.5); review J. Bessonette email re: tax issues on sale of IACs (0.2), discussion with M. Greenburg re same (0.2).	1.80	1,935.00
1/23/2020	Bessonette, John	Emails and calls with FTI and KL tax re impact on IAC sales proceeds (0.3); review structure of entities and other matters (0.6); meet with M. Greenberg and H. Stoopack re tax structure (1.0); conf w/ FTI re diligence (0.3); review and reply to emails re same (0.1).	2.30	2,817.50
1/23/2020	Greenberg, Mayer	Emails re revised tax presentation and comment on same (0.5); discussion with H. Stoopack re same (0.3); discussion with H. Stoopack and J. Bessonette re tax structure (1.0); follow up analysis re same and review debtor materials re projections (0.8).	2.60	3,445.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/23/2020	Stoopack, Helayne O.	Discussion with M. Greenberg, J. Bessonette re: tax issues and diligence (1.0); review and mark presentation re: tax considerations (1.8).	2.80	3,010.00
1/24/2020	Greenberg, Mayer	Review revised presentation re tax items (0.3); emails with H. Stoopack and Brown Rudnick re same (0.4); review tax diligence (1.0).	1.70	2,252.50
1/24/2020	Stoopack, Helayne O.	Review B. Kelly memo re: tax issues (1.2), emails FTI, M. Greenberg re: tax issues and presentation (0.4).	1.60	1,720.00
1/24/2020	Khvatskaya, Mariya	Review correspondence re: IAC valuation and sale structure.	0.50	452.50
1/27/2020	Rosenbaum, Jordan M.	Call with FTI re IAC and tax diligence (1.0); review of tax analysis for IAC sale process (0.8).	1.80	2,160.00
1/27/2020	Bessonette, John	Call with FTI and J. Rosenbaum on IAC and tax, corporate and business diligence issues (1.0); review and reply to emails w/ KL team re same (0.1); confs/emails w/ M. Greenberg, H. Stoopack and J. Rosenbaum re tax matters (0.7).	1.80	2,205.00
1/27/2020	Greenberg, Mayer	Review revised tax presentation (0.6); discussions with H. Stoopack, and J. Rosenbaum re same (0.5); emails with Brown Rudnick and FTI re same (0.3).	1.40	1,855.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/27/2020	Stoopack, Helayne O.	Emails w/ M. Greenberg re: tax issues (0.6); disc. M. Greenberg, J. Rosenbaum re: IAC sales and presentation re: same (0.5).	1.10	1,182.50
1/28/2020	Greenberg, Mayer	Review tax structure and comment on presentation (0.5); discussion with H. Stoopack and e-mails with Brown Rudnick re same (0.3); emails w/ corporate team re same (0.2).	1.00	1,325.00
1/28/2020	Eckstein, Kenneth H.	Review and correspond with AHC professionals re RSA, taxes (0.8).	0.80	1,200.00
1/28/2020	Stoopack, Helayne O.	Review and revise drafts of tax presentation re: IAC sales.	2.30	2,472.50
1/29/2020	Greenberg, Mayer	Call with H. Stoopack, Brown Rudnick and FTI re items to raise on review of tax presentation (0.5); follow up conversations re same (0.3).	0.80	1,060.00
1/29/2020	Stoopack, Helayne O.	Call w/ FTI, Brown Rudnick re: tax issues.	0.50	537.50
1/29/2020	Khvatskaya, Mariya	Call w/ FTI and Brown Rudnick re: tax presentation on sale of IACs (.5); review presentation on tax issues with the sale of IACs (1.7).	2.20	1,991.00
1/30/2020	Greenberg, Mayer	Review tax issues re IAC sales (0.3); call with KL team re tax issues (1.0); follow up discussion with M. Khvatskaya and H. Stoopack re same (0.2); emails and comments on tax issues (0.2).	1.70	2,252.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/30/2020	Rosenbaum, Jordan M.	Call with AHC professionals re tax issues.	1.00	1,200.00
1/30/2020	Bessonette, John	Diligence, financial and tax call with AHC professionals (1.0); review and reply to emails w/ AHC professionals re same (.5).	1.50	1,837.50
1/30/2020	Eckstein, Kenneth H.	Attend portion of call with AHC professionals re tax issues (0.7).	0.70	1,050.00
1/30/2020	Ringer, Rachael L.	Emails with AHC professionals re: diligence update on new agreement (.3), call with AHC professionals re: tax issues (1.0), numerous emails with AHC professionals re: same and re: headquarters lease (.4).	1.70	1,955.00
1/30/2020	Stoopack, Helayne O.	IAC Tax update call with KL, FTI, BR, HL (1.0); review revised BR memo re: tax issues (1.1); email to M. Greenberg, M. Khavatskaya re: same (0.2).	2.30	2,472.50
1/30/2020	Khvatskaya, Mariya	Call with bankruptcy team, FTI and BR re: tax issues on sale of IACs (1); prepare for the same (.6).	1.60	1,448.00
1/30/2020	Gange, Caroline	Participate in portion of AHC call re tax update (.4); review FTI diligence update presentations (1.6); emails and calls w/ FTI and DPW re diligence (.4).	2.40	2,016.00
1/31/2020	Greenberg, Mayer	Review emails with H. Stoopack and M. Khvatskaya and correspondence from Brown Rudnick re tax memo (0.4).	0.40	530.00





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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/31/2020	Ringer, Rachael L.	Attend diligence call w/ Debtors re: new agreements (1.0), pre-call with FTI re: same (.3), pre-call with Akin re: same (.2), discussions with K. Eckstein re: same (.5).	2.00	2,300.00
1/31/2020	Eckstein, Kenneth H.	Call w/ M. Huebner re case issues and open diligence (0.6); c/w R. Ringer re: same (0.5); correspond w/ co-counsel rE: same (0.2).	1.30	1,950.00
1/31/2020	Stoopack, Helayne O.	Emails M. Greenberg, B. Kelly re: tax memo for deal issues.	0.50	537.50
1/31/2020	Blabey, David E.	Call with R. Ringer and M. Diaz re autoinjector motion (.3); call with Debtors' counsel and other professionals re same (1); review professionals emails re same (.3)	1.60	1,680.00
1/31/2020	Khvatskaya, Mariya	Review draft tax memo (0.1) and correspond re same (0.1).	0.20	181.00
1/31/2020	Gange, Caroline	Call w/ FTI re autoinjector agreement (.5); call with Debtors and AHC re autoinjector (1.4); emails w/ AHC pros re same (.4).	2.30	1,932.00
1/31/2020	Gange, Caroline	Emails with DPW and FTI re diligence and information sharing (.3); emails w/ AHC re data room (.2).	0.50	420.00
<b>TOTAL</b>			<b>135.20</b>	<b>\$157,326.00</b>



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**Business Operations**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Gange, Caroline	Associate	4.10	\$3,444.00
Minerva, Benjamin	Paralegal	2.90	1,247.00
<b>TOTAL FEES</b>		<b>7.00</b>	<b>\$4,691.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/8/2020	Gange, Caroline	Review Debtor updates re Purdue initiatives (.4); draft update email re same (.5).	0.90	\$756.00
1/17/2020	Minerva, Benjamin	File and serve AHC statement in support of objection to TIG's stay motion.	1.70	731.00
1/22/2020	Gange, Caroline	Review wages pleadings and revised order (.9); draft summaries re same (1.2).	2.10	1,764.00
1/23/2020	Minerva, Benjamin	Prepare binders re: Bar Date Motion and TIG Stay Motion (1.2).	1.20	516.00
1/27/2020	Gange, Caroline	Review/revise hearing summary re wages; bar date; TIG stay relief.	1.10	924.00
<b>TOTAL</b>			<b>7.00</b>	<b>\$4,691.00</b>



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**Case Administration**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	0.20	\$300.00
Ringer, Rachael L.	Partner	4.70	5,405.00
Gange, Caroline	Associate	1.10	924.00
Blain, Hunter	Law Clerk	0.50	292.50
Minerva, Benjamin	Paralegal	5.80	2,494.00
<b>TOTAL FEES</b>		<b>12.30</b>	<b>\$9,415.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/6/2020	Ringer, Rachael L.	Call with Milbank re: protective order (.2).	0.20	\$230.00
1/6/2020	Minerva, Benjamin	Update and organize internal records re: court filings (0.3); Register check request for 12/19 hearing transcript (0.2).	0.50	215.00
1/7/2020	Ringer, Rachael L.	Email to M. Cyganowski and K. Eckstein re: protective order, next steps (.4), coordinate AHC subcommittees (.2).	0.60	690.00
1/7/2020	Minerva, Benjamin	Update internal records re: court filings.	0.20	86.00
1/8/2020	Ringer, Rachael L.	Call with DPW re: protective order (.3).	0.30	345.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/8/2020	Ringer, Rachael L.	Discussions with A. Troop and DPW re: protective order issues (.3).	0.30	345.00
1/8/2020	Gange, Caroline	Revise AHC contact sheet (0.1); emails w/ FTI re same (0.1).	0.20	168.00
1/9/2020	Ringer, Rachael L.	Call with A. Troop re: protective order and information sharing protocol (.3). review/revise Sackler letter (.5), emails/calls with Milbank re: same (.3).	1.10	1,265.00
1/9/2020	Ringer, Rachael L.	Emails re: protective order with AHC professionals (.4), call with E. Vonnegut re: same (.3), follow-up call with E. Vonnegut re: same (.2).	0.90	1,035.00
1/13/2020	Minerva, Benjamin	Update and organize internal records re: court filings.	0.30	129.00
1/15/2020	Gange, Caroline	Review revised Protective Order (.3); draft update email to AHC re same (.6).	0.90	756.00
1/16/2020	Minerva, Benjamin	Update internal records re: court filings and transcripts (0.2).	0.20	86.00
1/21/2020	Minerva, Benjamin	Prepare electronic device order form for 1/24 hearing.	0.20	86.00
1/22/2020	Minerva, Benjamin	Prepare electronic device form for 1/24 hearing (0.2); file and serve AHC statement re Bar Motion (0.5).	0.70	301.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/23/2020	Minerva, Benjamin	Coordinate telephonic participation in hearing (0.2); Prepare service for AHC statement re Bar Date Motion and file affidavit of service (2.5); calls and emails with courtroom deputy re: electronic device form (0.2).	2.90	1,247.00
1/24/2020	Ringer, Rachael L.	Call with A. Lees re: protective order (.2).	0.20	230.00
1/24/2020	Minerva, Benjamin	Calls and emails with courtroom deputy and KL team re: electronic device form for 1/24 hearing (0.6).	0.60	258.00
1/26/2020	Eckstein, Kenneth H.	Call w/ S. Gilbert re case issues (0.2).	0.20	300.00
1/27/2020	Ringer, Rachael L.	Call with AHC professionals re: case updates (.9), call with Otterbourg re: same (.2).	1.10	1,265.00
1/27/2020	Blain, Hunter	Create Working Group List (0.5).	0.50	292.50
1/31/2020	Minerva, Benjamin	Prepare AHC key docs binders.	0.20	86.00
<b>TOTAL</b>			<b>12.30</b>	<b>\$9,415.50</b>



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## Claims Analysis

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	9.50	\$14,250.00
Greenberg, Mayer	Partner	0.70	927.50
Ringer, Rachael L.	Partner	17.20	19,780.00
Blabey, David E.	Counsel	7.70	8,085.00
Gange, Caroline	Associate	17.40	14,616.00
Blain, Hunter	Law Clerk	5.40	3,159.00
<b>TOTAL FEES</b>		<b>57.90</b>	<b>\$60,817.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/6/2020	Greenberg, Mayer	Review e-mails re process on claims (.1); correspond with H. Stoopack re same (0.6).	0.70	\$927.50
1/13/2020	Ringer, Rachael L.	Discussion with K. Eckstein and A. Troop re: claim filing issues (.5).	0.50	575.00
1/13/2020	Eckstein, Kenneth H.	Call w/ A. Troop, R. Ringer, dissenting States re proofs of claims (0.5), corr. w/ R. Ringer re: same (.3)	0.80	1,200.00
1/13/2020	Blabey, David E.	Review claims process precedent.	0.20	210.00
1/15/2020	Gange, Caroline	Telephonically attend meeting with states re bar date issues, case updates.	1.10	924.00



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### Claims Analysis

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/16/2020	Ringer, Rachael L.	Call with D. Molton re: claims/bar date (.3), numerous emails with K. Eckstein re: same (.7), further emails with AHC counsel re: same (.4).	1.40	1,610.00
1/16/2020	Blain, Hunter	Research regarding bar date (1.1), draft pleading re bar date s (0.6), discussions and emails with C. Gange re same (0.2).	1.90	1,111.50
1/16/2020	Gange, Caroline	Draft/revise bar date pleading (3.8); call and emails w/ professionals re same (.6); discussions w/ H. Blain re same (.2).	4.60	3,864.00
1/17/2020	Eckstein, Kenneth H.	Correspond with R. Ringer , AHC professionals re bar date (0.6); call with J. Rice re same (0.3); review correspondence and pleadings re same (0.6).	1.50	2,250.00
1/17/2020	Ringer, Rachael L.	Call with J. McClammy re: bar date (.5), emails with DPW re: same (.3), call/emails with AHC members re: same (.7), calls (x2) with BR re: same (.4).	1.90	2,185.00
1/17/2020	Blabey, David E.	Review draft bar date pleading and emails w. KL team re same (.5).	0.50	525.00
1/17/2020	Gange, Caroline	Call w/ DPW re bar date (.8); draft update emails re same (.5).	1.30	1,092.00
1/18/2020	Ringer, Rachael L.	Emails with AHC members re: bar date questions (.2), call with D. Molton re: same (.2), call with J. McClammy re: same (.5), review G. Cicero email re: same (.2).	1.10	1,265.00



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### Claims Analysis

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/18/2020	Gange, Caroline	Review AHC professionals update emails re bar date.	0.30	252.00
1/20/2020	Ringer, Rachael L.	Revise/revise bar date order (.3), emails with KL team re: same (.2), draft AHC update email re: same (.2).	0.70	805.00
1/21/2020	Ringer, Rachael L.	Emails with DPW and Brown Rudnick re: bar date order (.4), call with DPW and AHC counsel re: same (.6), call with K. Eckstein re: same (.2), revise bar date pleading (.3), emails with KL team re: same (.3).	1.80	2,070.00
1/21/2020	Eckstein, Kenneth H.	Review bar date order (0.6); c/w R. Ringer re same (0.2).	0.80	1,200.00
1/21/2020	Blabey, David E.	Call with debtors' counsel re bar date (.3); draft reservation of rights re bar date motion (2); disc R. Ringer edits to same and incorporate same (.6).	2.90	3,045.00
1/21/2020	Gange, Caroline	Review/revise bar date pleading (2.9); emails w/ AHC profs re same (.1); review drafts of bar date order (.3).	3.30	2,772.00
1/22/2020	Ringer, Rachael L.	Finalize pleading re: bar date for filing (1.4), review comments from AHC members re: same (.3), further revise bar date order (.3), emails with DPW re: same (.2), call with BR re: claims (.2), call with DPW re: bar date order (.2), further review/revise bar date order (.2).	2.80	3,220.00
1/22/2020	Eckstein, Kenneth H.	Call w/ E. Vonnegut re bar date (0.5).	0.50	750.00





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### Claims Analysis

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/22/2020	Blabey, David E.	Review and edit versions of bar date order (1.0) and bar date pleading (1.5).	2.50	2,625.00
1/22/2020	Gange, Caroline	Review/revise bar date pleading (1.2); emails and discussions w/ AHC professionals re same (.5).	1.70	1,428.00
1/23/2020	Ringer, Rachael L.	Correspond with DPW re: bar date order and changes (.5), discuss with K. Eckstein and C. Gange re same (0.4).	0.90	1,035.00
1/23/2020	Eckstein, Kenneth H.	Discussion with R. Ringer and C. Gange re bar date issues, hearing.	0.40	600.00
1/23/2020	Gange, Caroline	Prepare for bar date hearing (0.4) discuss same w/ K. Eckstein and R. Ringer (0.4).	0.80	672.00
1/24/2020	Ringer, Rachael L.	Prepare for (.4) and attend hearing re: bar date, status update, other issues, follow-up discussion with Debtors and Creditors' Committee re: same (4.1).	4.50	5,175.00
1/24/2020	Eckstein, Kenneth H.	Prep for (.4) and attend court hearing in White Plains re Bar date, other matters (4.1); call w/ B. Fields re same (0.7).	5.20	7,800.00
1/24/2020	Blabey, David E.	Telephonically attend portions of hearing addressing bar date motion (1.6).	1.60	1,680.00
1/24/2020	Blain, Hunter	Prepare for (0.1) and telephonically attend portion of hearing re bar date motion, wages motion, and lift stay motion (3.4).	3.50	2,047.50



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**Claims Analysis**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/24/2020	Gange, Caroline	Attend hearing in White Plains re bar date and wages motion.	4.10	3,444.00
1/30/2020	Ringer, Rachael L.	Review bar date order, emails with A. Troop re: same (.4), emails/calls with AHC professionals re: same (.3), call with A. Troop re: same (.3).	1.00	1,150.00
1/31/2020	Ringer, Rachael L.	Emails with AHC professionals re: bar date comments (.3), emails with DPW re: same (.3).	0.60	690.00
1/31/2020	Eckstein, Kenneth H.	Review Bar order comments from AHC professionals (0.3).	0.30	450.00
1/31/2020	Gange, Caroline	Review revised bar date order (0.2).	0.20	168.00
<b>TOTAL</b>			<b>57.90</b>	<b>\$60,817.50</b>



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**Employment and Fee Applications**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	1.80	\$2,700.00
Ringer, Rachael L.	Partner	4.30	4,945.00
Blabey, David E.	Counsel	2.70	2,835.00
Gange, Caroline	Associate	1.90	1,596.00
Blain, Hunter	Law Clerk	8.40	4,914.00
Minerva, Benjamin	Paralegal	7.40	3,182.00
<b>TOTAL FEES</b>		<b>26.50</b>	<b>\$20,172.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/2/2020	Blain, Hunter	Review current draft of second fee statement and November invoice(0.1).	0.10	\$58.50
1/2/2020	Gange, Caroline	Finalize November fee statement.	0.80	672.00
1/3/2020	Blain, Hunter	Coordinate executed FTI engagement letter (0.3).	0.30	175.50
1/3/2020	Gange, Caroline	Emails with FTI re FTI engagement letter.	0.20	168.00
1/5/2020	Ringer, Rachael L.	Review November fee statement to prepare for filing (.9).	0.90	1,035.00
1/6/2020	Eckstein, Kenneth H.	Correspond re Houlihan/FTI retention (0.7).	0.70	1,050.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/6/2020	Blain, Hunter	Review second fee statement (0.6), meeting with R. Ringer and C. Gange re second fee statement and status of filing (0.1), coordinate with B. Minerva re same (0.3), review November invoice (0.2).	1.20	702.00
1/6/2020	Minerva, Benjamin	Update November fee statement (0.6); correspond with billing re: same (0.2).	0.80	344.00
1/7/2020	Blain, Hunter	Revise FTI engagement letter as per C. Gange (0.1), calls with Otterbourg re same (0.1), review November invoice in preparation for Second Fee Statement filing (0.8), coordinate with B. Minerva re same (0.1).	1.10	643.50
1/7/2020	Minerva, Benjamin	Update November fee statement (0.7); emails with H. Blain and billing re: same (0.2).	0.90	387.00
1/8/2020	Blain, Hunter	Review November bill for privilege/confidentiality issues (1.2), coordinate with B. Minerva re same (0.3), discussion with C. Gange re same (0.1).	1.60	936.00
1/8/2020	Minerva, Benjamin	Update November fee statement (0.5); various emails and discussions with H. Blain and billing re: same (1.0).	1.50	645.00
1/9/2020	Blain, Hunter	Discussions with R. Ringer and billing re status of second fee statement and November invoice (0.2).	0.20	117.00



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#### Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/10/2020	Ringer, Rachael L.	Prepare for and attend call with Debtors re: Houlihan retention (.7), follow-up correspondence with K. Eckstein re: same (.3).	1.00	1,150.00
1/13/2020	Ringer, Rachael L.	Emails with K. Eckstein re: Houlihan retention, emails with DPW/Akin re: same (.6).	0.60	690.00
1/13/2020	Ringer, Rachael L.	Review invoices for other AHC professionals re: confidential information (1.4), review KL invoice re: same (.4).	1.80	2,070.00
1/13/2020	Eckstein, Kenneth H.	Conf call w/ M. Huebner, A. Preis, S. Gilbert re FTI/Houlihan work status, budget (0.5); follow-up w/ S. Gilbert re same (0.6).	1.10	1,650.00
1/13/2020	Gange, Caroline	Review AHC professionals' fee statements for privilege/confidentiality issues.	0.90	756.00
1/13/2020	Minerva, Benjamin	Update November fee statement (0.5); file and serve FTI, Gilbert and Otterbourg November fee statements (2.0).	2.50	1,075.00
1/14/2020	Blain, Hunter	Review November invoice for privilege/confidentiality issues (0.7).	0.70	409.50
1/23/2020	Blabey, David E.	Review November invoice re: privilege and confidentiality issues.	2.30	2,415.00
1/24/2020	Blabey, David E.	Review November invoice for filing.	0.40	420.00



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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/24/2020	Blain, Hunter	Review November invoice for privilege/confidentiality and compliance with UST guidelines (1.1), review November fee statement (0.1), discussions with D. Blabey re same (0.1).	1.30	760.50
1/24/2020	Minerva, Benjamin	Update and prepare November fee statement.	1.10	473.00
1/27/2020	Blain, Hunter	Review November invoice expenses (0.1), calls with billing re same (0.2), review November fee statement (0.5).	0.80	468.00
1/27/2020	Minerva, Benjamin	Emails and calls with billing and H. Blain re: November invoice.	0.20	86.00
1/29/2020	Blain, Hunter	Review December expenses (0.1).	0.10	58.50
1/30/2020	Blain, Hunter	Coordinate with R. Ringer and D. Blabey re finalizing November fee statement (0.4), conversations with billing re same (0.1), coordinate with R. Ringer, D. Blabey, and B. Minerva regarding filing of November fee statement (0.1).	0.60	351.00
1/30/2020	Minerva, Benjamin	File and serve November fee statement.	0.40	172.00
1/31/2020	Blain, Hunter	Draft December fee statement (0.2), review December expenses (0.1), discussion with C. Gange regarding AHC member expenses and December monthly statement timeline (0.1).	0.40	234.00
<b>TOTAL</b>			<b>26.50</b>	<b>\$20,172.00</b>



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## Emergency Financing

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	8.30	\$12,450.00
Ringer, Rachael L.	Partner	27.50	31,625.00
Blabey, David E.	Counsel	3.20	3,360.00
Gange, Caroline	Associate	3.30	2,772.00
<b>TOTAL FEES</b>		<b>42.30</b>	<b>\$50,207.00</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/7/2020	Ringer, Rachael L.	Emails with AHC members re: ERF status (.3), attend portion of call with AHC members re: ERF process/progress (.9), follow-up with clients re: edits to ERF proposal (.3).	1.50	\$1,725.00
1/8/2020	Ringer, Rachael L.	Call with A. Troop and M. Cyganowski re: ERF (.4), follow-up call with M. Cyganowski re: same (.1), review/revise ERF proposal (.3).	0.80	920.00
1/14/2020	Eckstein, Kenneth H.	Telephonically attend portion of meeting with AHC members and Otterbourg re ERF.	1.00	1,500.00



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### Emergency Financing

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/14/2020	Ringer, Rachael L.	Prepare for meeting with AHC members re: case updates/ERF (1.0), attend meeting with certain AHC members re: same (2.6), emails with A. Troop re: same (.3).	3.90	4,485.00
1/16/2020	Ringer, Rachael L.	Call with A. Troop re: ERF (.3), numerous emails/discussion with BR re: ERF proposal and revisions to same (.5), further emails with AHC members/states re: same (.8), calls with J. Guard/A. Infinger re: next steps on ERF, emails with M. Cyganowski re: same, emails with AHC professionals re: same (1.8), emails with M. Cyganowski re: same (.4).	3.80	4,370.00
1/17/2020	Ringer, Rachael L.	Numerous emails/calls with AHC professionals/members re: ERF proposal (1.7), emails with AHC members re: same (.4), emails with AHC professionals re: same (.2).	2.30	2,645.00
1/17/2020	Gange, Caroline	Review R. Ringer emails re ERF proposal.	0.30	252.00
1/21/2020	Ringer, Rachael L.	Revise ERF proposal (1.0), calls with AHC members re: same (1.1), call with J. Guard re: updates on ERF (.5), emails/call with A. Infinger re: same (.2), emails with AHC members re: same (.2).	3.00	3,450.00
1/21/2020	Eckstein, Kenneth H.	Conf call w/ ERF subcommittee (1.0).	1.00	1,500.00





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### Emergency Financing

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/21/2020	Eckstein, Kenneth H.	Review revised ERF proposal (0.7).	0.70	1,050.00
1/21/2020	Blabey, David E.	Call with AHC members re emergency reserve fund (1.1).	1.10	1,155.00
1/21/2020	Gange, Caroline	Call w/ AHC re ERF (1.1); discuss same w/ R. Ringer (.2).	1.30	1,092.00
1/22/2020	Ringer, Rachael L.	Emails with AHC members re: updates to ERF proposal (.5), revise same with comments from AHC members (.6), emails with full AHC re: voting on sharing AHC proposal (.4), emails with DPW re: same (.4), call with DPW re: same (.5), follow-up with E. Vonnegut re: same and other issues (.1), call with A. Troop re: same (.1), discussion with K. Eckstein re: email to DPW on ERF (.4).	3.00	3,450.00
1/22/2020	Eckstein, Kenneth H.	Call w/ J. Guard re ERF (0.8).	0.80	1,200.00
1/22/2020	Blabey, David E.	Review and edit ERF proposal (.5).	0.50	525.00
1/22/2020	Gange, Caroline	Review/revise ERF proposal (.8); emails w/ AHC professionals re same (.1).	0.90	756.00
1/23/2020	Ringer, Rachael L.	Call with counsel re: ERF next steps, follow-up with DPW re: same (1.0), emails to K. Eckstein re: same (.4), call with J. Guard re: same (.2), emails with KL team and AHC members re: same (.5), calls with AHC member re: updates (.2), calls (x3) with E. Vonnegut and K. Eckstein re: same (.5).	2.80	3,220.00



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### Emergency Financing

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/23/2020	Eckstein, Kenneth H.	Calls w/ E. Vonnegut and R. Ringer re ERF.	0.50	750.00
1/23/2020	Blabey, David E.	Review UCC ERF proposal (1.3); call with AHC professionals re ERF (.3).	1.60	1,680.00
1/23/2020	Gange, Caroline	Review Debtors' response to ERF proposal (.2); AHC counsel call re same (.6).	0.80	672.00
1/25/2020	Ringer, Rachael L.	Review ERF proposals (.8), draft issues list re: same (.7), emails with K. Eckstein re: same (.4).	1.90	2,185.00
1/26/2020	Ringer, Rachael L.	Numerous emails with AHC professionals and AHC members re: ERF issues list (.5), review/revise same (.8).	1.30	1,495.00
1/26/2020	Eckstein, Kenneth H.	Review ERF memo and issues list (1.0).	1.00	1,500.00
1/27/2020	Ringer, Rachael L.	Call with Brown Rudnick re: ERF questions (.2), finalize email to AHC members re: same (.4), emails with AHC professionals re: same (.4).	1.00	1,150.00
1/28/2020	Ringer, Rachael L.	Call with E. Vonnegut re: ERF updates (.3), emails with K. Eckstein re: same (.2).	0.50	575.00
1/28/2020	Eckstein, Kenneth H.	Review ERF committee composition (0.4); call w/ J. Guard re same (0.4).	0.80	1,200.00
1/29/2020	Eckstein, Kenneth H.	Review ERF correspondence (0.4).	0.40	600.00



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**Emergency Financing**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/29/2020	Ringer, Rachael L.	Emails with AHC professionals re: ERF updates (.3), review NCSG draft of ERF proposal (.3), emails with AHC members and AHC professionals re: same (.3).	0.90	1,035.00
1/30/2020	Ringer, Rachael L.	Call with DPW re: ERF issues (.8).	0.80	920.00
1/30/2020	Eckstein, Kenneth H.	Call w/ E. Vonnegut re ERF comments and issues (1.0); call w/ J. Guard re same (0.8); call w/ A. Troop re same (0.3).	2.10	3,150.00
<b>TOTAL</b>			<b>42.30</b>	<b>\$50,207.00</b>



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**Litigation**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Blabey, David E.	Counsel	0.50	\$525.00
Gange, Caroline	Associate	1.80	1,512.00
<b>TOTAL FEES</b>		<b>2.30</b>	<b>\$2,037.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/16/2020	Gange, Caroline	Review DPW's object to TIG's stay relief motion.	0.30	\$252.00
1/17/2020	Blabey, David E.	Review and comment on joinder to objection to stay relief (.5).	0.50	525.00
1/17/2020	Gange, Caroline	Review/revise statement in support of objection to TIG stay relief motion (1.3); discuss same w/ R. Ringer (.1); organize filing re same (.1).	1.50	1,260.00
<b>TOTAL</b>			<b>2.30</b>	<b>\$2,037.00</b>



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	0.80	\$980.00
Eckstein, Kenneth H.	Partner	10.00	15,000.00
Ringer, Rachael L.	Partner	16.10	18,515.00
Blabey, David E.	Counsel	3.80	3,990.00
Gange, Caroline	Associate	7.80	6,552.00
Kontorovich, Ilya	Associate	1.00	905.00
Blain, Hunter	Law Clerk	7.00	4,095.00
<b>TOTAL FEES</b>		<b>46.50</b>	<b>\$50,037.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/2/2020	Ringer, Rachael L.	Draft AHC update email re: case developments, recently filed pleadings and emails with AHC professionals re: same (.8). Review draft AHC update re: Canada (.3).	1.10	\$1,265.00
1/3/2020	Ringer, Rachael L.	Call with S. Gilbert re: case updates (.4), emails with AHC professionals re: same (.2).	0.60	690.00
1/5/2020	Eckstein, Kenneth H.	Call w/ S. Gilbert re AHC diligence work plan, Houlihan engagement, case issues (1.2); correspond w/ R. Ringer re same and other case issues (0.6).	1.80	2,700.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/5/2020	Ringer, Rachael L.	Draft AHC update email re: recent filings, protective order, diligence and other case updates (.8), emails with AHC professionals re same (.5).	1.30	1,495.00
1/6/2020	Ringer, Rachael L.	Emails with AHC re: upcoming meetings (.4), review protective order draft update to AHC re: same (.4).	0.80	920.00
1/6/2020	Eckstein, Kenneth H.	C/w R. Ringer, D. Blabey re upcoming meeting w/ case professionals (0.4).	0.40	600.00
1/7/2020	Ringer, Rachael L.	Calls with AHC members re: case issues, protective order, ERF status, next steps (.4).	0.40	460.00
1/9/2020	Ringer, Rachael L.	Meeting with K. Eckstein re: prep for AHC call (.5), prepare for (.5) and attend AHC call re: case updates, protective order, other case issues (1.3); further emails with AHC members re: case updates and related issues (.6), revise agenda, draft email update to AHC re: case issues and protective order (.7).	3.60	4,140.00
1/9/2020	Eckstein, Kenneth H.	AHC conf call re ERF update and AHC subcommittees (1.3).	1.30	1,950.00
1/9/2020	Bessonette, John	Attend portion of call with AHC regarding RSA and other related issues (0.8).	0.80	980.00
1/9/2020	Blabey, David E.	Prepare for (0.2) and attend (1.3) weekly AHC call re protective order, diligence, ERF.	1.50	1,575.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/9/2020	Blain, Hunter	Prepare for (0.3) and attend AHC call regarding protective order, diligence update, monitor appointment, emergency relief fund, etc. (1.3).	1.60	936.00
1/9/2020	Gange, Caroline	Prepare for (0.2) and attend update call w/ AHC (1.3); review notes/summary re same (.1).	1.60	1,344.00
1/10/2020	Blain, Hunter	Summarize AHC meeting for R. Ringer (0.9).	0.90	526.50
1/16/2020	Ringer, Rachael L.	Draft update to AHC re: ERF (.3).	0.30	345.00
1/18/2020	Gange, Caroline	Emails w/ AHC members re upcoming hearing.	0.20	168.00
1/20/2020	Ringer, Rachael L.	Draft updates to AHC re: case issues, ERF, bar date (.5), numerous emails with AHC professionals re: same (.6).	1.10	1,265.00
1/20/2020	Gange, Caroline	Draft/revise update emails for AHC re bar date; ERF; view only designees, upcoming hearing.	1.30	1,092.00
1/21/2020	Gange, Caroline	Draft AHC update emails re: recent filings and developments.	1.00	840.00
1/22/2020	Ringer, Rachael L.	Prepare for AHC calls re: ERF, PO, Friday hearing, other case updates (.8), attend/lead same (1.4), revise update email, emails with C. Gange re: same (.2).	2.40	2,760.00
1/22/2020	Eckstein, Kenneth H.	Prepare for (0.3) and attend (1.2) AHC conf call re ERF, monitor, diligence.	1.50	2,250.00
1/22/2020	Blabey, David E.	Prepare for (0.1) and attend weekly AHC call (1.2).	1.30	1,365.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/22/2020	Blain, Hunter	Prepare for (0.2) and telephonically attend AHC meeting regarding monitor update, diligence update, protective order update, etc. (1.2).	1.40	819.00
1/22/2020	Gange, Caroline	Attend AHC weekly call re monitor, diligence, ERF, etc.	1.20	1,008.00
1/23/2020	Eckstein, Kenneth H.	Correspond w/ clients re bar date issues and ERF.	0.50	750.00
1/23/2020	Blain, Hunter	Summarize 1/22 AHC telephone meeting (0.6).	0.60	351.00
1/23/2020	Gange, Caroline	Review/revise summary from 1/22 AHC call.	0.40	336.00
1/23/2020	Gange, Caroline	Emails w/ AHC members re diligence and data rooms.	0.20	168.00
1/25/2020	Ringer, Rachael L.	Draft agenda for meeting with AHC/Debtors re: case issues (.3).	0.30	345.00
1/26/2020	Eckstein, Kenneth H.	Review agenda for AHC meeting (0.2).	0.20	300.00
1/27/2020	Ringer, Rachael L.	Draft update email for AHC re: recent case issues (1.0), follow-up with AHC professionals re: same (0.8).	1.80	2,070.00
1/27/2020	Blain, Hunter	Prepare summary of 1/24 hearing for AHC update (1.4).	1.40	819.00
1/27/2020	Gange, Caroline	Emails with AHC members re data rooms for diligence.	0.30	252.00





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/28/2020	Eckstein, Kenneth H.	Call w/ S. Gilbert, D. Molton re AHC subcommittees, case issues (1.4); corr. w/ R. Ringer re AHC meetings, agenda (0.6).	2.00	3,000.00
1/29/2020	Ringer, Rachael L.	Prepare agenda for AHC call (.2), emails with AHC Professionals re: same (.2), draft email update to AHC re: same (.3), further prepare for (.4) and attend/lead AHC update call (1.3).	2.40	2,760.00
1/29/2020	Eckstein, Kenneth H.	AHC conf call re overview of hearing, ERF updates, upcoming meeting with Debtors (1.2); call w/ J. Rice (0.3); call w/ J. Guard re same (0.3).	1.80	2,700.00
1/29/2020	Blabey, David E.	Attend portion of weekly AHC call.	1.00	1,050.00
1/29/2020	Blain, Hunter	Attend portion of AHC meeting regarding ERF updates, monitor status, and RSA updates/next steps (1.1).	1.10	643.50
1/29/2020	Kontorovich, Ilya	Attend portion of AHC call regarding RSA updates and ERF updates.	1.00	905.00
1/29/2020	Gange, Caroline	Prepare for (0.4) and attend weekly AHC call (1.2).	1.60	1,344.00
1/30/2020	Eckstein, Kenneth H.	Call w/ M. Cyganowski re AHC issues (0.5).	0.50	750.00
<b>TOTAL</b>			<b>46.50</b>	<b>\$50,037.00</b>



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**Non-Working Travel**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	1.50	\$2,250.00
Ringer, Rachael L.	Partner	1.00	1,150.00
Gange, Caroline	Associate	2.70	2,268.00
<b>TOTAL FEES</b>		<b>5.20</b>	<b>\$5,668.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/24/2020	Ringer, Rachael L.	Portion of travel to White Plains (1.0).	1.00	\$1,150.00
1/24/2020	Eckstein, Kenneth H.	Travel to and from White Plains.	1.50	2,250.00
1/24/2020	Gange, Caroline	Travel to/from hearing.	2.70	2,268.00
<b>TOTAL</b>			<b>5.20</b>	<b>\$5,668.00</b>



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**Plan and Disclosure Statement**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	5.10	\$6,247.50
Eckstein, Kenneth H.	Partner	3.70	5,550.00
Ringer, Rachael L.	Partner	11.80	13,570.00
Rosenbaum, Jordan M.	Partner	3.20	3,840.00
Blabey, David E.	Counsel	5.30	5,565.00
Gange, Caroline	Associate	3.90	3,276.00
<b>TOTAL FEES</b>		<b>33.00</b>	<b>\$38,048.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/3/2020	Ringer, Rachael L.	Revise transaction document outline (1.3), emails with AHC professionals re: same (0.2).	1.50	\$1,725.00
1/6/2020	Rosenbaum, Jordan M.	Review of revisions to transaction outline.	0.50	600.00
1/6/2020	Ringer, Rachael L.	Revise transaction document outline (.5), call with Matt Diaz re: next steps on settlement (.4), further revise transaction document outline (.4).	1.30	1,495.00
1/6/2020	Bessonette, John	Review recent turns of transaction outline (.7); revise same (.3).	1.00	1,225.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/6/2020	Blabey, David E.	Discussions with K. Eckstein and R. Ringer re plan issues outline (.3).	0.30	315.00
1/8/2020	Blabey, David E.	Draft memo re strategy and steps for advancing to RSA and confirmation.	3.50	3,675.00
1/9/2020	Bessonette, John	Review and reply to KL team emails re RSA and related issues (0.2).	0.20	245.00
1/9/2020	Blabey, David E.	Draft memo on plan process and strategy.	1.50	1,575.00
1/13/2020	Rosenbaum, Jordan M.	Review of transaction status.	0.20	240.00
1/13/2020	Ringer, Rachael L.	Revise transaction outline (.6), prepare same for sending to AHC subcommittee, emails with AHC professionals re: same (.8).	1.40	1,610.00
1/13/2020	Bessonette, John	Review and compose emails re RSA (0.3).	0.30	367.50
1/13/2020	Gange, Caroline	Review updated RSA transaction outline.	1.10	924.00
1/14/2020	Gange, Caroline	Revise RSA transaction outline.	1.00	840.00
1/17/2020	Rosenbaum, Jordan M.	Call with RSA subcommittee regarding RSA.	0.90	1,080.00
1/17/2020	Bessonette, John	Conference call with RSA subcommittee and professionals re transaction outline and related matters.	0.80	980.00
1/17/2020	Ringer, Rachael L.	Prepare for (.3) and attend/lead RSA subcommittee call (.9).	1.20	1,380.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/17/2020	Eckstein, Kenneth H.	Attend (0.9) call with RSA subcommittee, review document outlines (0.1).	1.00	1,500.00
1/17/2020	Gange, Caroline	Call w/ RSA subcommittee re transaction outline (.9); revise same (.2).	1.10	924.00
1/22/2020	Ringer, Rachael L.	Draft email to DPW re: RSA transaction outline (.3), emails with K. Eckstein re: same (.1).	0.40	460.00
1/22/2020	Bessonette, John	Review term sheet and outline of transaction documents (1.1).	1.10	1,347.50
1/24/2020	Ringer, Rachael L.	Follow-up correspondence with K. Eckstein, C. Gange re: plan issues and next steps on RSA (1.0).	1.00	1,150.00
1/27/2020	Eckstein, Kenneth H.	Meet at DPW w/M. Huebner, E. Vonnegut re ERF, RSA, case issues (2.0). Call w/ advisors to report on meeting w/ DPW, follow-up issues (0.7).	2.70	4,050.00
1/27/2020	Ringer, Rachael L.	Prepare for (.5), and attend meeting with Debtors re: RSA next steps and related issues (2.0).	2.50	2,875.00
1/28/2020	Bessonette, John	Review and reply to emails re RSA, meeting.	0.40	490.00
1/29/2020	Rosenbaum, Jordan M.	Call with DPW re: plan issues (.8). Review of tax considerations for transactions (.4). correspondence with AHC re: same (.4).	1.60	1,920.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
1/29/2020	Bessonette, John	Review Transaction Document outline (.3); conf call with DPW and R. Ringer and J. Rosenbaum re same (.8); follow up with R. Ringer and J. Rosenbaum re same (.2).	1.30	1,592.50
1/29/2020	Ringer, Rachael L.	Call with DPW re: plan/RSA transaction outline (.8), follow-up with J. Rosenbaum, and J. Bessonette re: same (.1).	0.90	1,035.00
1/29/2020	Gange, Caroline	Prep for/attend portion of call with Debtors re Transaction Outline.	0.70	588.00
1/30/2020	Ringer, Rachael L.	Discussion with AHC member re: plan-related issues (1.0).	1.00	1,150.00
1/31/2020	Ringer, Rachael L.	Emails with C. Gange and D. Blabey re: plan outline (.6).	0.60	690.00
<b>TOTAL</b>			<b>33.00</b>	<b>\$38,048.50</b>

**EXHIBIT G**

Budget and Staffing Plan

**BUDGET**

**September 15, 2019 – January 31, 2020**

	<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED</b>	<b>FEES BUDGETED</b>	<b>ACTUAL HOURS BILLED</b>	<b>ACTUAL FEES SOUGHT</b>
00001	Asset Analysis and Recovery	600.00	\$600,000.00	498.40	\$527,481.50
00002	Assumption/Rejection of Executory Contracts	400.00	\$400,000.00	390.30	382,199.00
00003	Business Operations	300.00	\$300,000.00	193.40	178,893.50
00004	Case Administration	250.00	\$250,000.00	284.80	244,158.50
00005	Claims Analysis	175.00	\$175,000.00	80.90	82,022.00
00006	Employment and Fee Applications	125.00	\$100,000.00	146.00	100,314.50
00007	Emergency Financing	150.00	\$150,000.00	75.80	85,006.50
00008	Litigation	250.00	\$250,000.00	214.10	196,846.00
00009	Meetings and Communications with Ad-Hoc Committee & Creditors	450.00	\$450,000.00	435.30	434,724.50
00010	Non-Working Travel	50.00	\$25,000.00	16.60	17,966.25
00011	Plan and Disclosure Statement	900.00	\$900,000.00	374.60	385,480.00
	<b>TOTAL</b>	<b>3,650.00</b>	<b>\$3,600,000.00</b>	<b>2,710.20</b>	<b>2,635,092.25</b>

**STAFFING PLAN**

<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budget Period</b>	<b>Range of Hourly Rate</b>
Partner	10	\$950-\$1,500
Counsel/Special Counsel	5	\$935-\$1,300
Associate/Law Clerk	20	\$550-\$970
Paralegal	5	\$275-\$420

**EXHIBIT H**

Blended Hourly Rate Summary

**CUSTOMARY AND COMPARABLE COMPENSATION  
DISCLOSURES FOR THE FIRST INTERIM FEE PERIOD**

<b>TITLE</b>	<b>Non-Bankruptcy Blended Hourly Rate (\$) (New York Office Only)</b>	<b>Committee Blended Hourly Rate in Application (\$)</b>
Partner	1,127.33	1,196.34
Counsel	1,073.26	991.82
Special Counsel	974.17	980.00
Associate/Law Clerk	786.24	802.48
Paralegal	373.89	403.92
<b>Total</b>	<b>\$866.41</b>	<b>\$972.93</b>